

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

ATTORNEY MONTHLY FEE STATEMENT COVER SHEET
FOR THE PERIOD SEPTEMBER 1, 2023, THROUGH OCTOBER 3, 2023

In re BlockFi Inc., *et al.*

Applicant: Kirkland & Ellis LLP and Kirkland & Ellis International LLP.

Case No. 22-19361 (MBK)

Client: Debtors and Debtors in Possession

Chapter 11

Case Filed: November 28, 2022

**COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.**

RETENTION ORDER ATTACHED.

/s/ Joshua A. Sussberg 11/17/2023
JOSHUA A. SUSSBERG Date

**SECTION I
FEE SUMMARY**

Summary of Amounts Requested for the Period
September 1, 2023, through October 3, 2023 (the “Compensation Period”)

Fee Total	\$1,131,970.50
Disbursement Total	\$35,580.97
Total Fees Plus Disbursements	\$1,167,551.47

Summary of Amounts Requested for Previous Periods

Total Previous Fees and Expenses Requested:	\$16,775,191.08
Total Fees and Expenses Allowed to Date:	\$8,540,037.91
Total Retainer Remaining:	\$529,673.00
Total Holdback:	\$1,370,835.00
Total Received by Applicant:	\$14,632,032.51

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
Cade C. Boland	Associate	Litigation - General	2021	1.20	\$1,080.00	\$1,296.00
Trevor Eck	Associate	Restructuring	2023	104.40	\$885.00	\$92,394.00
Rob Jacobson	Associate	Restructuring	2019	41.00	\$1,245.00	\$51,045.00
Meena Kandallu	Associate	Taxation	2022	0.30	\$935.00	\$280.50
Katherine Karnosh	Associate	Taxation	2021	4.40	\$1,075.00	\$4,730.00
Mike James Koch	Associate	Restructuring	2020	61.30	\$885.00	\$54,250.50
Sarah R. Margolis	Associate	Restructuring	2021	55.00	\$1,155.00	\$63,525.00
Isabella J. Paretti	Associate	Restructuring	2023	25.50	\$885.00	\$22,567.50
Francis Petrie	Associate	Restructuring	2017	182.30	\$1,375.00	\$250,662.50
Margaret Reiney	Associate	Restructuring	2018	60.70	\$1,245.00	\$75,571.50
Jimmy Ryan	Associate	Restructuring	2022	58.20	\$995.00	\$57,909.00
Alexandra Schrader	Associate	Litigation - General	2021	10.10	\$1,080.00	\$10,908.00
Bob Allen, P.C.	Partner	Litigation - General	2012	11.60	\$1,605.00	\$18,618.00
Kelsey Bleiweiss	Partner	Litigation - General	2016	0.20	\$1,245.00	\$249.00
Susan D. Golden	Partner	Restructuring	1988	7.00	\$1,475.00	\$10,325.00
Richard U. S. Howell, P.C.	Partner	Litigation - General	2006	4.00	\$1,620.00	\$6,480.00
Casey McGushin	Partner	Litigation - General	2014	18.60	\$1,415.00	\$26,319.00
Christine A. Okike, P.C.	Partner	Restructuring	2009	141.00	\$1,850.00	\$260,850.00
Francis Petrie	Partner	Restructuring	2017	5.50	\$1,375.00	\$7,562.50
Evangelia Podaras	Partner	ECEB - Labor/Employment	2016	0.40	\$1,405.00	\$562.00
Anthony Vincenzo Sexton, P.C.	Partner	Taxation	2011	1.80	\$1,680.00	\$3,024.00
Michael B. Slade	Partner	Litigation - General	1999	53.00	\$1,855.00	\$98,315.00
Mari Stonebraker	Partner	ECEB - Labor/Employment	2014	3.30	\$1,425.00	\$4,702.50
Josh Sussberg, P.C.	Partner	Restructuring	2004	1.20	\$2,045.00	\$2,454.00
Molly Portwood	Junior Paralegal	IP Litigation	N/A	0.20	\$295.00	\$59.00
Luke Spangler	Junior Paralegal	Restructuring	N/A	4.40	\$325.00	\$1,430.00
Megan Bowsher	Paralegal	Litigation - General	N/A	0.70	\$395.00	\$276.50
Julia R. Foster	Paralegal	Restructuring	N/A	8.40	\$480.00	\$4,032.00
Meghan E. Guzaitis	Paralegal	Litigation - General	N/A	0.80	\$550.00	\$440.00
Michael Y. Chan	Conflicts Specialist	Conflicts Analysis	N/A	0.50	\$365.00	\$182.50
Ricardo Guzman	Litigation & Practice Tech Project Manager	Litigation - General	N/A	2.00	\$475.00	\$950.00
TOTALS				869.00		\$1,131,970.50

SECTION II
SUMMARY OF SERVICES

Matter Number	Services Rendered	Hours	Fee
3	Adversary Proceeding & Contested Matters	20.80	\$33,060.50
6	Case Administration	14.60	\$18,243.00
8	Customer and Vendor Communications	7.90	\$10,586.50
9	Claims Administration and Objections	10.70	\$16,699.50
10	Official Committee Matters and Meetings	2.00	\$2,174.00
12	Corp., Governance, & Securities Matters	5.30	\$6,110.00
13	Employee Matters	5.50	\$8,407.00
16	Hearings	35.10	\$49,741.00
18	Disclosure Statement, Plan, Confirmation	647.90	\$845,908.00
19	International Issues	1.10	\$1,986.00
20	K&E Retention and Fee Matters	76.00	\$81,665.00
21	Non-K&E Retention and Fee Matters	5.10	\$6,175.00
22	Tax Matters	6.50	\$8,034.50
23	Non-Working Travel	7.40	\$10,799.00
24	U.S. Trustee Communications & Reporting	0.90	\$1,039.50
25	Regulatory	13.00	\$19,477.00
26	Investigation Matters	4.60	\$5,441.00
28	Pro Se Party Communication	1.70	\$1,691.50
29	Wallet Withdrawal Relief	2.90	\$4,732.50
SERVICES TOTALS		869.00	\$1,131,970.50

SECTION III
SUMMARY OF DISBURSEMENTS

Disbursements	Amount
Standard Copies or Prints	\$91.80
Color Copies or Prints	\$3,175.00
Local Transportation	\$6,200.39
Travel Expense	\$600.00
Airfare	\$228.74
Transportation to/from airport	\$191.52
Travel Meals	\$54.44
Professional Fees	\$21,733.11
Computer Database Research	\$533.00
Westlaw Research	\$1,236.67
LexisNexis Research	\$103.44
Overtime Transportation	\$49.18
Overtime Meals - Attorney	\$234.39
Rental Expenses	\$918.31
Overnight Delivery - Hard	\$159.68
Computer Database Research - Soft	\$71.30
DISBURSEMENTS TOTAL	\$35,580.97

**SECTION IV
CASE HISTORY**

- (1) Date cases filed: November 28, 2022
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: February 1, 2023, effective as of November 28, 2022. *See Exhibit A.*
If limit on number of hours or other limitations to retention, set forth: N/A
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:¹
 - (a) The Applicant drafted, negotiated, researched, and filed the *Third Amended Joint Chapter 11 Plan of BlockFi Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Additional Technical Modifications)* [Docket No. 1609] (the “Plan”).
 - (b) The Applicant drafted and filed a brief in support of confirmation of the Plan [Docket No. 1608], and four declarations in support of confirmation of the Plan [Docket Nos. 1582, 1583, 1584, and 1607].
 - (c) The Applicant drafted, negotiated, researched, filed, and obtained entry of the order confirming the Plan [Docket No. 1655].
 - (d) The Applicant negotiated, drafted, and filed various supplements to the Plan [Docket No. 1443, 1467, and 1585].
 - (e) The Applicant attended and participated in status conferences and hearings related to the foregoing.
 - (f) The Applicant tended to other matters concerning administration of the chapter 11 cases.
 - (g) The Applicant rendered all other services set forth on the invoices attached hereto as Exhibit B.²

¹ The following summary is intended to highlight the general categories of services the Applicant rendered on behalf of the Debtors and for the benefit of the estates; it is not intended to itemize each and every professional service which the Applicant performed.

² The invoice attached hereto as Exhibit B contains detailed descriptions of the services rendered and expenses incurred by the Applicant during the Compensation Period.

(5) Anticipated distribution to creditors:

- (a) Administration expense: To be paid in accordance with the Plan.
- (b) Secured creditors: To be paid in accordance with the Plan.
- (c) Priority creditors: To be paid in accordance with the Plan.
- (d) General unsecured creditors: To be paid in accordance with the Plan.

(6) Final disposition of case and percentage of dividend paid to creditors: To be paid in accordance with the Plan. This is the tenth monthly fee statement.

Exhibit A

Retention Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)

COLE SCHOTZ P.C.

Michael D. Sirota, Esq. (NJ Bar No. 014321986)
Warren A. Usatine, Esq. (NJ Bar No. 025881995)
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KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP
Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Christine A. Okike, P.C. (admitted *pro hac vice*)
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HAYNES AND BOONE, LLP

Richard S. Kanowitz, Esq. (NJ Bar No. 047911992)
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kenric.kattner@haynesboone.com

Proposed Attorneys for Debtors and Debtors in Possession

In re:

BLOCKFI INC., *et al.*,

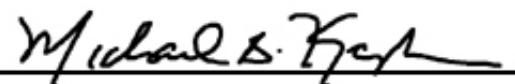
Debtors.¹

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

DATED: February 1, 2023


Honorable Michael B. Kaplan
United States Bankruptcy Judge

**ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022**

The relief set forth on the following pages, numbered three (3) through nine (9) is **ORDERED**.

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Debtors: BLOCKFI INC., *et al.*

Case No.: 22-119361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Upon the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* (the “Application”),² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for the entry of an order (this “Order”) authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the District of New Jersey (the “Local Rules”); and the Court having reviewed the Application, the Declaration of Joshua A. Sussberg, the president of Joshua A. Sussberg, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Sussberg Declaration”), and the declaration of Zachary Prince, the Chief Executive Officer and President of BlockFi Inc. (the “Prince Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Sussberg Declaration that (a) Kirkland does not hold or represent an interest adverse to the

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Debtors' estates and (b) Kirkland is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor **IT IS**

HEREBY ORDERED THAT:

1. The Application is **GRANTED** to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as Exhibit 1, to the extent set forth herein.
3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:
 - a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.

4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the

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Debtors: BLOCKFI INC., et al.

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Notwithstanding anything in the Application, Declaration, or Engagement Letter to the contrary, Kirkland shall apply any remaining amounts of its prepetition advance payment retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Kirkland. Kirkland is authorized without further order of the Court to apply amounts from the prepetition advance payment retainer, that would otherwise be applied toward payment of postpetition fees and expenses, as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practice. At the conclusion of Kirkland's engagement by the Debtors, if the amount of any advance payment retainer held by Kirkland is in excess of the amount of Kirkland's outstanding and estimated fees, expenses, and costs, Kirkland will pay to the Debtors the amount by which any advance payment retainer exceeds such fees, expenses, and costs, in each case in accordance with the Engagement Letter.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to Kirkland's fee applications under the Bankruptcy Code are not approved.

7. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. Kirkland will charge no more than \$0.10 per page per standard duplication services in these chapter 11 cases.

9. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Kirkland shall coordinate with Haynes and Boone, LLP, Cole Schotz, P.C., and any additional firms the Debtors retain regarding their respective responsibilities in these chapter 11 cases. As such, Kirkland shall use its best efforts to avoid duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases.

10. No agreement or understanding exists between Kirkland and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these chapter 11 cases, nor shall Kirkland share or agree to share

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

compensation received for services rendered in connection with these chapter 11 cases with any other person other than as permitted by Bankruptcy Code section 504.

11. Upon entry of a final order on the *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to File A Consolidated List of Top 50 Unsecured Creditors and Consolidated List of Creditors, (II) Authorizing the Debtors to Redact Certain Personally Identifiable Information of Individual Creditors, Clients, Equity Holders, and Current and Former Employees, (III) Authorizing Client Name Redaction, (IV) Waiving the Requirement to File an Equity List and Provide Notices Directly to Equity Security Holders, and (V) Granting Related Relief* [Docket No. 4], Kirkland will disclose the information that the Court orders to be unredacted, if any, through a supplemental declaration. Further, if the Court denies the Motion to Seal [Docket No. 127], Kirkland will, through a supplemental declaration, disclose the identities of all counterparties that were filed under seal, and the connections of Kirkland to such potential counterparties.

12. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application or Engagement Letter, Kirkland shall provide ten-business-days' notice of any such increases to the Debtors, the U.S. Trustee, and the Committee appointed in the Debtors' chapter 11 cases and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

13. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

14. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

15. To the extent the Application, the Sussberg Declaration, the Prince Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

16. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

17. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

18. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Exhibit 1

Engagement Letter

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

Joshua A. Sussberg, P.C.
To Call Writer Directly:
+1 212 446 4829
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Facsimile:
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November 12, 2022

Jonathan Mayers
BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Re: Retention to Provide Legal Services

Dear Mr. Mayers,

We are very pleased that you have asked us to represent BlockFi Inc., at the direction of the independent directors of BlockFi Inc., and only those affiliates and wholly or partially owned subsidiaries listed in an addendum or supplement to this letter (collectively, “Client”) in connection with a potential restructuring. Please note, the Firm’s representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this “Agreement”) sets forth the terms of Client’s retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the “Firm”)) to provide legal services and constitutes an agreement between the Firm and Client (the “Parties”). This Agreement (notwithstanding any guidelines for outside counsel that Client may provide to the Firm) sets forth the Parties’ entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the “Engagement”), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm’s billing rates from time to time in the ordinary course of the Firm’s representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client’s planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm’s statements as disbursements advanced by the Firm on Client’s behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
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secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client agrees to provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$100,000. In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
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Please be advised that there is another type of retainer known as a “security retainer,” as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm’t Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client’s funds would be held in the Firm’s segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client’s creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client’s choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client’s termination of the Engagement, (b) the Firm’s withdrawal, and (c) the substantial completion of the Firm’s substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm’s services are terminated for any reason, such termination shall be effective only to terminate the Firm’s services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm’s active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client’s behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client’s professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
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CONFIDENTIAL

therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. Although we will return your records (i.e., your client file) to you at any time upon your written request, you agree that your client file will not include our Firm's internal files including administrative materials, internal communications, and drafts. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction"))). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

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November 12, 2022
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Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past,

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present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these

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relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

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Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *

Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.

Very truly yours,

KIRKLAND & ELLIS LLP

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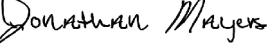
CONFIDENTIAL

By:


Printed Name: Joshua A. Sussberg
Title: Partner

Agreed and accepted this 12th day of November, 2022

BlockFi Inc.
DocuSigned by:

By: 
Name: Jonathan Mayers
Title: General Counsel

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Mr. Mayers
December 12, 2022
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SUPPLEMENTAL ADDENDUM: List of Client Affiliates

BlockFi Asia PTE. Ltd.
BlockFi Cayman LLC
BlockFi Holding UK Limited
BlockFi International Ltd.
BlockFi Investment Products LLC
BlockFi Lending LLC
BlockFi Lending II LLC
BlockFi Services, Inc.
BlockFi Trading LLC
BlockFi UK Limited
BlockFi Ventures LLC
BlockFi Wallet LLC

KIRKLAND & ELLIS LLP

CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

Effective 01/01/2022

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$6.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$6.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Exhibit B

Invoice

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 16, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050087432
Client Matter: 54119-3

In the Matter of Adversary Proceeding & Contested Matters

For legal services rendered through October 3, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 33,060.50
Total legal services rendered	\$ 33,060.50

Summary of Hours Billed

Name	Hours	Rate	Amount
Ricardo Guzman	0.50	475.00	237.50
Richard U. S. Howell, P.C.	0.50	1,620.00	810.00
Casey McGushin	1.10	1,415.00	1,556.50
Christine A. Okike, P.C.	10.80	1,850.00	19,980.00
Francis Petrie	1.60	1,375.00	2,200.00
Alexandra Schrader	4.40	1,080.00	4,752.00
Michael B. Slade	1.90	1,855.00	3,524.50
TOTALS	20.80		\$ 33,060.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/23	Francis Petrie	0.30	Correspond with U.S. Trustee re data incident.
09/06/23	Christine A. Okike, P.C.	0.40	Review, analyze FTX settlement proposal.
09/06/23	Michael B. Slade	1.40	Review and revise stipulation (.5); telephone conference with counsel for individuals re document requests (.4); review, analyze correspondence re FTX settlement proposal (.5).
09/07/23	Christine A. Okike, P.C.	2.20	Review, analyze 3AC settlement proposal (.8); telephone conference with Latham, Haynes and Boone, K&E teams re same (.3); review, analyze FTX settlement (.8); telephone conference with S&C, Haynes and Boone, K&E teams re same (.3).
09/07/23	Francis Petrie	0.30	Correspond with Discovery vendor re website preservation.
09/11/23	Casey McGushin	0.60	Conference with Haynes and Boone, Brown Rudnick, C. Okike, K&E team re disputes with FTX and 3AC.
09/11/23	Christine A. Okike, P.C.	1.00	Review, analyze FTX settlement proposal (.3); telephone conference with Brown Rudnick, Cole Schotz, Haynes and Boone, C. McGushin, K&E team re same (.6); telephone conference with Haynes and Boone re same (.1).
09/11/23	Alexandra Schrader	1.70	Review and compile document production re plan discovery, deposition (1.0); correspond with Haynes and Boone re same (.3); review draft presentation re UCC report (.4).
09/15/23	Francis Petrie	0.50	Correspond with M. Slade, Haynes and Boone re plan discovery and deposition scheduling.
09/18/23	Casey McGushin	0.50	Conference with M. Slade and K&E team re discovery requests.
09/18/23	Christine A. Okike, P.C.	1.50	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E teams re FTX discovery (.6); telephone conference with same, Brown Rudnick re same (.4); telephone conference with McDermott and Haynes and Boone re Kroll data breach (.5).

Adversary Proceeding & Contested Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/18/23	Francis Petrie	0.50	Telephone conference with M. Slade re discovery requests.
09/18/23	Michael B. Slade	0.50	Telephone conference with C. McGushin, K&E team re discovery requests.
09/20/23	Christine A. Okike, P.C.	0.20	Telephone conference with Sullivan & Cromwell, Haynes and Boone, F. Petrie, K&E team re FTX settlement.
09/20/23	Alexandra Schrader	1.30	Coordinate production of documents responsive to creditor requests.
09/21/23	Christine A. Okike, P.C.	1.10	Review, analyze FTX settlement proposal.
09/21/23	Alexandra Schrader	1.20	Review, compile and prepare discovery documents for production.
09/22/23	Christine A. Okike, P.C.	0.90	Review, analyze FTX settlement proposal (.6); telephone conference with S&C, Haynes and Boone, F. Petrie, K&E teams re same (.3).
09/24/23	Christine A. Okike, P.C.	1.60	Telephone conference with Haynes and Boone, Brown Rudnick, F. Petrie, K&E team re FTX settlement (.5); telephone conference with Haynes and Boone, Brown Rudnick, K&E team, Sullivan & Cromwell re same (.4); review, analyze FTX settlement proposal (.7).
09/25/23	Christine A. Okike, P.C.	1.30	Review FTX settlement (.2); review notice of FTX settlement and proposed order re same (1.1).
09/27/23	Alexandra Schrader	0.20	Conference with Haynes and Boone re fact development work product and supporting documents.
10/02/23	Ricardo Guzman	0.50	Conference with Deloitte, A. Schrader, K&E team re document retentions procedures and collection updates.
10/03/23	Richard U. S. Howell, P.C.	0.50	Review correspondence re open litigation issues.
10/03/23	Christine A. Okike, P.C.	0.60	Review objection to 3AC motion to lift stay.
Total		20.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 16, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050087433
Client Matter: 54119-6

In the Matter of Case Administration

For legal services rendered through October 3, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 18,243.00
Total legal services rendered	\$ 18,243.00

Summary of Hours Billed

Name	Hours	Rate	Amount
Trevor Eck	4.80	885.00	4,248.00
Rob Jacobson	0.50	1,245.00	622.50
Mike James Koch	0.40	885.00	354.00
Christine A. Okike, P.C.	3.70	1,850.00	6,845.00
Francis Petrie	0.50	1,375.00	687.50
Margaret Reiney	0.50	1,245.00	622.50
Jimmy Ryan	0.10	995.00	99.50
Alexandra Schrader	1.10	1,080.00	1,188.00
Michael B. Slade	1.70	1,855.00	3,153.50
Luke Spangler	1.30	325.00	422.50
TOTALS	14.60		\$ 18,243.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/04/23	Jimmy Ryan	0.10	Correspond with F. Petrie, Kroll re service list.
09/05/23	Rob Jacobson	0.50	Conference with M. Reiney, K&E team re work in process, next steps.
09/05/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E team re key work streams.
09/05/23	Margaret Reiney	0.50	Conference with R. Jacobson, K&E team re work in process.
09/07/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E team re key work streams.
09/08/23	Trevor Eck	1.30	Telephone conference with F. Petrie, K&E team re case status, next steps (.3); review, revise workstream summary re same (1.0).
09/12/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E team re key work streams.
09/12/23	Luke Spangler	1.30	Compile recently filed pleadings (1.0); distribute to F. Petrie and K&E team (.3).
09/14/23	Christine A. Okike, P.C.	0.40	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E team re key work streams.
09/15/23	Trevor Eck	0.60	Telephone conference with F. Petrie, K&E team re case status, next steps (.4); review, revise workstream summary re same (.2).
09/18/23	Trevor Eck	0.30	Telephone conference with F. Petrie, K&E team re case status, next steps (.2); review, revise workstream summary re same (.1).
09/18/23	Alexandra Schrader	1.10	Conference with M. Slade, K&E team, Company re case status and next steps (.5); review correspondence re document productions and key documents (.6).
09/19/23	Mike James Koch	0.40	Draft agenda re 9/21 hearing (.2); correspond with Cole Schotz re same (.2).
09/19/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E team re key work streams.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/21/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E team re key work streams.
09/28/23	Trevor Eck	2.60	Draft closing steps and funds flow memo (1.7); review, analyze precedent re same (.7); correspond with F. Petrie re same (.2).
09/28/23	Michael B. Slade	0.50	Attend update telephone conference with Company.
09/29/23	Michael B. Slade	0.50	Telephone conference with R. Kanowitz and Sherman team re next steps.
10/02/23	Christine A. Okike, P.C.	1.00	Correspond with Kroll re security incident (.5); correspond with Company re same (.5).
10/03/23	Francis Petrie	0.50	Telephone conference with Company re work in process.
10/03/23	Michael B. Slade	0.70	Telephone conference with client re works in process and next steps (.5); review materials re data transfer (.2).
Total		14.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 16, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050087434
Client Matter: 54119-8

In the Matter of Customer and Vendor Communications

For legal services rendered through October 3, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 10,586.50
Total legal services rendered	\$ 10,586.50

Summary of Hours Billed

Name	Hours	Rate	Amount
Susan D. Golden	1.00	1,475.00	1,475.00
Rob Jacobson	2.80	1,245.00	3,486.00
Mike James Koch	0.80	885.00	708.00
Christine A. Okike, P.C.	0.60	1,850.00	1,110.00
Francis Petrie	2.20	1,375.00	3,025.00
Margaret Reiney	0.30	1,245.00	373.50
Josh Sussberg, P.C.	0.20	2,045.00	409.00
TOTALS	7.90		\$ 10,586.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/23	Rob Jacobson	0.60	Correspond with Company, Brown Rudnick re communications materials.
09/03/23	Josh Sussberg, P.C.	0.10	Correspond with creditors re inquiries.
09/05/23	Francis Petrie	0.50	Review and revise communications materials.
09/06/23	Rob Jacobson	1.20	Review, comment on communications materials (.9); correspond with Brown Rudnick re same (.3).
09/13/23	Francis Petrie	0.20	Review communications materials (.1); correspond with Brown Rudnick, M3 Partners re same (.1).
09/14/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company, F. Petrie, K&E team re communications materials.
09/14/23	Margaret Reiney	0.30	Correspond with U.S. Trustee re customer redaction.
09/19/23	Rob Jacobson	0.80	Review, analyze communications materials (.7); correspond with Brown Rudnick, M3 Partners re same (.1).
09/20/23	Mike James Koch	0.80	Draft communications materials (.6); correspond with F. Petrie re same (.2).
09/20/23	Josh Sussberg, P.C.	0.10	Correspond with creditors re inquiries.
09/21/23	Rob Jacobson	0.20	Telephone conference with F. Petrie, K&E team re communications matters.
09/21/23	Francis Petrie	0.30	Telephone conference with Company re communications strategy.
09/22/23	Susan D. Golden	1.00	Review and revise responsive pleading re redaction motion.
09/27/23	Christine A. Okike, P.C.	0.30	Review confirmation communications materials.
09/27/23	Francis Petrie	1.20	Revise communication materials (.7); correspond with Company re same (.3); correspond with Brown Rudnick re same (.2).
Total		7.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 16, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050087435
Client Matter: 54119-9

In the Matter of Claims Administration and Objections

For legal services rendered through October 3, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 16,699.50
Total legal services rendered	\$ 16,699.50

Summary of Hours Billed

Name	Hours	Rate	Amount
Trevor Eck	2.00	885.00	1,770.00
Christine A. Okike, P.C.	6.00	1,850.00	11,100.00
Francis Petrie	1.60	1,375.00	2,200.00
Jimmy Ryan	0.50	995.00	497.50
Michael B. Slade	0.50	1,855.00	927.50
Josh Sussberg, P.C.	0.10	2,045.00	204.50
TOTALS	10.70		\$ 16,699.50

Claims Administration and Objections**Description of Legal Services**

Date	Name	Hours	Description
09/01/23	Francis Petrie	0.30	Correspond with J. Ryan re stipulation with states re claims subordination.
09/05/23	Christine A. Okike, P.C.	0.70	Telephone conference with Sullivan & Cromwell, Haynes and Boone, F. Petrie, K&E team re FTX claims (.6); telephone conference with Haynes and Boone re same (.1).
09/06/23	Christine A. Okike, P.C.	1.00	Review and revise stipulation with states re claims.
09/06/23	Jimmy Ryan	0.50	Correspond with F. Petrie, K&E team re stipulation re treatment of Government Penalty claims (.1); review, revise same (.4).
09/07/23	Christine A. Okike, P.C.	0.10	Review, analyze state claims stipulation.
09/07/23	Francis Petrie	1.30	Telephone conference with Latham counsel re claims' estimation (.5); review litigation proposals re same (.8).
09/08/23	Christine A. Okike, P.C.	0.50	Review and revise state stipulation re claims.
09/12/23	Christine A. Okike, P.C.	1.10	Review and revise state stipulation re claims.
09/13/23	Christine A. Okike, P.C.	0.20	Telephone conference with Sullivan & Cromwell, Haynes and Boone, F. Petrie, K&E team re FTX claims.
09/13/23	Michael B. Slade	0.50	Telephone conference with S&C, Haynes and Boone, C. Okike, K&E team re FTX claims.
09/14/23	Christine A. Okike, P.C.	0.70	Review and revise stipulation with states re claims.
09/18/23	Trevor Eck	2.00	Draft application in lieu of motion re treatment of government claims.
09/18/23	Christine A. Okike, P.C.	1.70	Review state claims stipulation (1.2); review motion re same (.5).
09/24/23	Josh Sussberg, P.C.	0.10	Correspond with Hogan Lovells re substantial contribution claim.
Total		10.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 16, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050087436
Client Matter: 54119-10

In the Matter of Official Committee Matters and Meetings

For legal services rendered through October 3, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 2,174.00
Total legal services rendered	\$ 2,174.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	1.10	885.00	973.50
Rob Jacobson	0.80	1,245.00	996.00
Josh Sussberg, P.C.	0.10	2,045.00	204.50
TOTALS	2.00		\$ 2,174.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/06/23	Trevor Eck	0.40	Draft workstream summary re Committee fee reporting requirements.
09/06/23	Rob Jacobson	0.80	Review, comment on summary for M3 re forecasted fees.
09/07/23	Trevor Eck	0.30	Review, revise workstream summary re Committee fee requirements (.2); correspond with M3 Partners, F. Petrie, K&E team re same (.1).
09/20/23	Trevor Eck	0.40	Draft workstream summary re Committee fee reporting requirements.
09/28/23	Josh Sussberg, P.C.	0.10	Conference with M3 Partners re status of oversight committee.
Total		2.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 16, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050087437
Client Matter: 54119-12

In the Matter of Corp., Governance, & Securities Matters

For legal services rendered through October 3, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 6,110.00
Total legal services rendered	\$ 6,110.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mike James Koch	0.60	885.00	531.00
Christine A. Okike, P.C.	0.30	1,850.00	555.00
Francis Petrie	1.70	1,375.00	2,337.50
Jimmy Ryan	2.70	995.00	2,686.50
TOTALS	5.30		\$ 6,110.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/18/23	Jimmy Ryan	2.70	Draft board update re omnibus hearing.
09/20/23	Francis Petrie	0.70	Revise board materials and agenda re upcoming hearing (.3); correspond with Board re same (.4).
09/25/23	Mike James Koch	0.60	Draft board update.
09/25/23	Francis Petrie	0.40	Revise board update re confirmation.
09/26/23	Christine A. Okike, P.C.	0.30	Revise board update.
09/26/23	Francis Petrie	0.60	Revise board update.
Total		5.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 16, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050087438
Client Matter: 54119-13

In the Matter of Employee Matters

For legal services rendered through October 3, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 8,407.00
Total legal services rendered	\$ 8,407.00

Summary of Hours Billed

Name	Hours	Rate	Amount
Christine A. Okike, P.C.	0.90	1,850.00	1,665.00
Francis Petrie	0.40	1,375.00	550.00
Evangelia Podaras	0.40	1,405.00	562.00
Michael B. Slade	0.50	1,855.00	927.50
Mari Stonebraker	3.30	1,425.00	4,702.50
TOTALS	5.50		\$ 8,407.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/05/23	Christine A. Okike, P.C.	0.40	Telephone conference with Company, F. Petrie, K&E team re employee matters.
09/05/23	Francis Petrie	0.40	Telephone conference with M. Crowell, C. Okike, K&E team re employee issues.
09/12/23	Christine A. Okike, P.C.	0.30	Telephone conference with Company re employee matters.
09/19/23	Christine A. Okike, P.C.	0.20	Telephone conference with C. Okike, Company re employee issues.
09/19/23	Evangelia Podaras	0.20	Correspond with C. Okike, K&E team re employee considerations.
09/28/23	Evangelia Podaras	0.20	Correspond with Company re employee issues.
09/28/23	Michael B. Slade	0.30	Telephone conference with Crowell re employee issues.
10/02/23	Michael B. Slade	0.20	Telephone conference with benefits team re employee issues.
10/02/23	Mari Stonebraker	2.30	Draft and revise consulting agreements (2.0); review applicable agreements (.3).
10/03/23	Mari Stonebraker	1.00	Draft and revise consulting agreements (.8); correspond with E. Podaras and K&E team (.2).
Total		5.50	

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KIRKLAND & ELLIS LLP
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601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 16, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050087439
Client Matter: 54119-16

In the Matter of Hearings

For legal services rendered through October 3, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 49,741.00
Total legal services rendered	\$ 49,741.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Cade C. Boland	0.80	1,080.00	864.00
Julia R. Foster	2.80	480.00	1,344.00
Rob Jacobson	0.50	1,245.00	622.50
Christine A. Okike, P.C.	7.20	1,850.00	13,320.00
Francis Petrie	4.50	1,375.00	6,187.50
Margaret Reiney	4.50	1,245.00	5,602.50
Jimmy Ryan	3.60	995.00	3,582.00
Alexandra Schrader	3.30	1,080.00	3,564.00
Michael B. Slade	7.90	1,855.00	14,654.50
TOTALS	35.10		\$ 49,741.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/16/23	Jimmy Ryan	1.60	Draft agenda for omnibus hearing.
09/18/23	Jimmy Ryan	1.40	Review, revise omnibus hearing agenda (.7); correspond with F. Petrie, K&E team, Cole Schotz team and Haynes and Boone team re same (.7).
09/19/23	Jimmy Ryan	0.60	Draft amended agenda (.4); correspond with F. Petrie, K&E team, H&B and CS re same (.2).
09/20/23	Christine A. Okike, P.C.	1.20	Attend hearing re first interim fee applications, estimation (.5); attend chambers conference re Ankura confirmation objection (.7).
09/20/23	Francis Petrie	0.40	Attend hearing re first interim fee applications, estimation, FTX and 3AC claims estimation status conference.
09/20/23	Margaret Reiney	0.40	Attend omnibus hearing.
09/20/23	Alexandra Schrader	0.40	Telephonically attend 9/20 omnibus hearing.
09/20/23	Michael B. Slade	1.00	Status conference re Ankura objection.
09/21/23	Rob Jacobson	0.50	Telephonically attend hearing re lift stay motion.
09/21/23	Francis Petrie	0.50	Telephonically attend hearing re lift stay motion.
09/21/23	Margaret Reiney	0.70	Attend hearing re DOJ issues.
09/26/23	Cade C. Boland	0.80	Telephonically attend confirmation hearing.
09/26/23	Julia R. Foster	2.80	Attend and assist attorneys at September 26, 2023 hearing.
09/26/23	Christine A. Okike, P.C.	6.00	Prepare for confirmation hearing (2.4); attend same (3.6).
09/26/23	Francis Petrie	3.60	Participate in confirmation hearing.
09/26/23	Margaret Reiney	3.40	Attend confirmation hearing.
09/26/23	Alexandra Schrader	2.90	Telephonically attend confirmation hearing.
09/26/23	Michael B. Slade	6.90	Participate in confirmation hearing (3.6); prepare re same (3.3).
Total		35.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 16, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050087440
Client Matter: 54119-18

In the Matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through October 3, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 845,908.00
Total legal services rendered	\$ 845,908.00

Disclosure Statement, Plan, Confirmation**Summary of Hours Billed**

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	79.70	885.00	70,534.50
Julia R. Foster	1.40	480.00	672.00
Richard U. S. Howell, P.C.	3.50	1,620.00	5,670.00
Rob Jacobson	24.30	1,245.00	30,253.50
Mike James Koch	48.40	885.00	42,834.00
Sarah R. Margolis	32.00	1,155.00	36,960.00
Casey McGushin	17.50	1,415.00	24,762.50
Christine A. Okike, P.C.	107.90	1,850.00	199,615.00
Isabella J. Paretti	25.50	885.00	22,567.50
Francis Petrie	164.80	1,375.00	226,600.00
Margaret Reiney	54.40	1,245.00	67,728.00
Jimmy Ryan	49.60	995.00	49,352.00
Alexandra Schrader	1.30	1,080.00	1,404.00
Michael B. Slade	35.10	1,855.00	65,110.50
Luke Spangler	1.90	325.00	617.50
Josh Sussberg, P.C.	0.60	2,045.00	1,227.00
TOTALS	647.90		\$ 845,908.00

Disclosure Statement, Plan, Confirmation**Description of Legal Services**

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/23	Trevor Eck	2.00	Review, revise witness declarations in support of confirmation (1.6); research re plan provision issue (.3); correspond with F. Petrie, K&E team re same (.1).
09/01/23	Rob Jacobson	0.50	Conference with F. Petrie, K&E team re confirmation workstreams, next steps.
09/01/23	Mike James Koch	0.80	Review, revise schedule of assumed executory contracts (.2); correspond with R. Jacobson, F. Petrie, Company re same (.2); compile plan supplement (.2); correspond with R. Jacobson, F. Petrie, Brown Rudnick re same (.2).
09/01/23	Sarah R. Margolis	3.20	Review, revise confirmation brief (2.0); correspond with I. Paretti re same (.4); correspond with T. Eck re same (.1); research case law re same (.6); telephone conference with creditors re solicitation, opt-out (.1).
09/01/23	Christine A. Okike, P.C.	1.00	Review and revise schedule of retained causes of action (.6); review plan supplement (.4).
09/01/23	Isabella J. Paretti	4.80	Conference with F. Petrie, K&E team re confirmation updates (.3); review, revise confirmation brief (2.5); research New Jersey case law re same (1.8); conference with S. Margolis re same (.2).
09/01/23	Francis Petrie	3.00	Telephone conference with R. Jacobson, K&E team re confirmation work in process (.5); telephone conference with creditor re voting amounts (.7); correspond with Kroll, Berkeley Research Group re same (.4); correspond with M. Koch re plan supplement documentation (.6); correspond with Company, BRG re plan supplement and timing (.8).
09/01/23	Francis Petrie	1.10	Review communications materials re voting process (.5); correspond with M. Koch, K&E team, Brown Rudnick re same (.6).
09/01/23	Jimmy Ryan	1.30	Correspond with F. Petrie, K&E team re chapter 11 plan and confirmation (.4); draft stipulation with state governments re plan treatment (.9).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/23	Michael B. Slade	1.10	Correspond with F. Petrie, K&E team re gatekeeper provision (.3); review, revise briefing re same (.8).
09/01/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re plan status.
09/02/23	Isabella J. Paretti	0.20	Correspond with M. Young re confirmation issues in New Jersey.
09/03/23	Sarah R. Margolis	4.00	Research case law re confirmation brief (2.0); correspond with I. Paretti re same (.2); review, revise confirmation brief re same (1.8).
09/03/23	Francis Petrie	3.20	Correspond with Brown Rudnick team, M. Koch, K&E team re plan supplement finalization and filing (2.6); correspond with Kroll team re balloting (.6).
09/04/23	Mike James Koch	1.20	Correspond with Brown Rudnick, F. Petrie, K&E team, Berkeley Research Group, Company re plan supplement (.5); conference with Brown Rudnick re same (.1); correspond with S. Margolis re confirmation brief (.2); review, revise plan supplement (.3); correspond with Cole Schotz re filing re same (.1).
09/04/23	Sarah R. Margolis	4.60	Review, revise confirmation brief (3.4); correspond with I. Paretti re same (.2); research case law re same (1.0).
09/04/23	Christine A. Okike, P.C.	1.20	Review wind-down budget (.4); analyze solicitation matters (.5); review plan administrator agreement (.3).
09/04/23	Isabella J. Paretti	6.20	Review, revise confirmation brief (3.2); research New Jersey specific case law re plan confirmation (2.8); correspond with S. Margolis re same (.2).
09/04/23	Francis Petrie	2.70	Arrange for filing of plan supplement (1.5); correspond with M. Koch, Company re same (.6); review and revise documents re same (.6).
09/04/23	Michael B. Slade	0.50	Review, analyze wind down budget (.3); correspond with F. Petrie, K&E team re same (.2).
09/05/23	Trevor Eck	4.60	Review, revise witness declarations in support of confirmation (3.2); review, revise voting declaration (1.4).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/05/23	Richard U. S. Howell, P.C.	0.20	Review correspondence from M. Slade and K&E team re confirmation hearing issues.
09/05/23	Rob Jacobson	7.80	Review, revise confirmation brief (3.9); review precedent re same (1.2); further review, revise confirmation brief re same (.8); correspond with S. Margolis, I. Paretti re same (.1); review, revise declarations re confirmation (1.3); conference with F. Petrie, K&E team re confirmation workstreams (.5).
09/05/23	Mike James Koch	1.00	Conference with C. Okike, K&E team, Company, Berkeley Research Group, Kroll re revised ballots (.4); draft correspondence re same (.3); correspond with M. Reiney, K&E team re same (.3).
09/05/23	Sarah R. Margolis	5.10	Review, revise confirmation brief (2.7); review, revise Renzi declaration (1.5); correspond with T. Eck re same (.4); research confirmation pleadings re same (.5).
09/05/23	Casey McGushin	0.40	Conference with M. Slade and K&E team re confirmation hearing considerations.
09/05/23	Christine A. Okike, P.C.	3.20	Analyze plan issues (.8); telephone conference with Company and F. Petrie re same (.3); telephone conferences with Company, Brown Rudnick and Kroll re solicitation (.9); telephone conference with M. Slade, K&E team re confirmation (.5); telephone conference with Kroll, Haynes and Boone, F. Petrie, K&E team re solicitation (.5); analyze solicitation issues (.2).
09/05/23	Isabella J. Paretti	1.70	Review, revise confirmation brief (1.4); correspond with R. Jacobson, S. Margolis re same (.3).
09/05/23	Francis Petrie	6.20	Telephone conference with Company re confirmation strategy (.5); telephone conference with Company re plan classing (.6); correspond with C. Okike re same (.6); telephone conference with M. Slade, K&E team re confirmation document planning (.5); review plan documents re same (1.8); telephone conference with Kroll team re plan classing (.5); draft correspondence re loan classes (.7); correspond with M. Koch, M. Reiney re same (.5); correspond with Brown Rudnick re classification and plan issues (.5).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/05/23	Margaret Reiney	1.70	Correspond with F. Petrie, K&E team re confirmation planning (.5); correspond with F. Petrie, K&E team re potential plan objections (.4); review, revise declarations in support of confirmation (.8).
09/05/23	Jimmy Ryan	8.50	Correspond with F. Petrie, K&E team re confirmation and chapter 11 plan (.6); draft declaration in support of confirmation (3.9); further draft same (.4); review, analyze precedent re same (.6); review, revise confirmation order (.4); conference with F. Petrie, K&E team re confirmation (.5); conference with F. Petrie, K&E team, Kroll team and Haynes and Boone team re solicitation (.7); review, revise chapter 11 plan (.4); review, revise stipulation re treatment of government penalty claims (.9); correspond with M. Reiney, K&E team re same (.1).
09/05/23	Michael B. Slade	1.40	Telephone conference with C. McGushin, K&E team re confirmation considerations (.3); telephone conference with Company re confirmation strategy (.5); telephone conference with opposing counsel re FTX issues (.4); review, analyze correspondence re net worth statements (.2).
09/05/23	Luke Spangler	1.90	Research and compile precedent re plans of liquidation (1.7); correspond with S. Margolis re same (.2).
09/06/23	Trevor Eck	1.20	Review, revise voting declaration (.7); review, revise witness declaration in support of confirmation (.5).
09/06/23	Julia R. Foster	1.40	Research precedent re confirmed plans.
09/06/23	Rob Jacobson	1.70	Review, comment on plan supplement materials (.9); revise same (.8).
09/06/23	Mike James Koch	0.40	Correspond with Company re schedule of assumed executory contracts (.1); correspond with C. Okike, K&E team re voting communications (.1); review revise same (.1); correspond with Kroll re same (.1).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/06/23	Sarah R. Margolis	5.20	Review, revise confirmation brief (3.6); correspond with I. Paretti re same (.4); research, analyze UCC settlement re same (.4); correspond with R. Jacobson, T. Eck re same (.2); review, revise confirmation declaration (.6).
09/06/23	Christine A. Okike, P.C.	0.60	Review voting results (.2); analyze solicitation matters (.4).
09/06/23	Christine A. Okike, P.C.	0.60	Correspond with SEC re confirmation order language (.3); review, analyze DOJ confirmation order language (.3).
09/06/23	Isabella J. Paretti	5.20	Review, revise confirmation brief (3.9); research New Jersey case law re same (1.0); correspond with S. Margolis re same (.3).
09/06/23	Francis Petrie	1.90	Telephone conference with Berkeley Research Group re plan supplement (.4); correspond with M. Koch, K&E team re finalizing plan supplement documents (.8); correspond with Berkeley Research Group, Kroll teams re solicitation issues and balloting (.7).
09/06/23	Margaret Reiney	3.30	Review, revise plan (.4); correspond with K&E team re same (.3); review, revise confirmation order language (.7); review, revise plan declarations (1.9).
09/06/23	Jimmy Ryan	8.40	Correspond with F. Petrie and M. Reiney re chapter 11 plan (.2); review, revise same (1.2); draft confirmation order (3.9); further draft same (.4); analyze issues re same (.4); review, analyze precedent re same (1.7); correspond with F. Petrie, K&E team, Department of Justice re same (.6).
09/07/23	Trevor Eck	2.70	Review, revise witness declaration in support of confirmation.
09/07/23	Rob Jacobson	6.00	Review, comment on plan supplement documents (2.3); correspond with Company, F. Petrie, M. Koch re same (.8); correspond with Berkeley Research Group, Haynes and Boone re same (.5); correspond with Brown Rudnick re same (1.3); correspond with Berkeley Research Group, Company, Brown Rudnick, F. Petrie re assumed contracts schedules (.6); conference with F. Petrie, M. Reiney re confirmation document status (.5).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/07/23	Mike James Koch	3.50	Conference with R. Jacobson re plan supplement (.1); review, revise schedule of assumed executory contracts (1.2); conference with R. Jacobson re same (.1); correspond with R. Jacobson, Berkeley Research Group, K&E team re same (.3); correspond with Kroll re revised ballots (.1); review, revise schedule of retained causes of action (.7); correspond with R. Jacobson, F. Petrie re same (.5); review, analyze diligence re executory contracts (.4); correspond with R. Jacobson, F. Petrie re same (.1).
09/07/23	Sarah R. Margolis	2.20	Review, revise confirmation brief (1.7); correspond with I. Paretti re same (.2); research, analyze Committee settlement re same (.2); correspond with R. Jacobson, T. Eck re same (.1).
09/07/23	Christine A. Okike, P.C.	1.90	Review voting report (.3); review solicitation and tabulation matters (.7); review solicitation correspondence (.3); correspond with SEC re confirmation order (.2); review DOJ confirmation order language (.2); review assumed executory contracts schedule (.2).
09/07/23	Isabella J. Paretti	3.00	Review, revise confirmation brief (2.4); correspond with S. Margolis re same (.2); correspond with R. Jacobson re same (.1); correspond with J. Ryan re research re same (.1); review New Jersey precedent re same (.2).
09/07/23	Francis Petrie	3.70	Telephone conference with Company re confirmation workstreams (.4); telephone conference with M. Renzi re budget (.3); correspond with R. Jacobson re plan supplement documentation and timing (.5); review revised plan of reorganization (.8); correspond with J. Ryan, M. Reiney re same (1.2); review Chubb proposed order language (.5).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/07/23	Margaret Reiney	4.40	Correspond with F. Petrie and K&E team re plan document status (.5); review, revise confirmation declarations (1.3); review, revise plan (.9); correspond with F. Petrie, K&E team, Company re document preservation (.5); correspond with F. Petrie and K&E team re upcoming hearings (.5); review, revise confirmation order language (.7).
09/07/23	Jimmy Ryan	3.40	Correspond with F. Petrie, K&E team re chapter 11 plan (.4); correspond with M. Reiney and F. Petrie re declaration in support of confirmation (.2); review, revise same (.3); correspond with F. Petrie, K&E team re confirmation order (.5); telephone conference with M. Reiney re same (.1); draft same (1.9).
09/07/23	Michael B. Slade	2.20	Telephone conference with Latham, Haynes and Boone, C. Okike and K&E team re 3AC settlement (.5); review, analyze 3AC settlement (.8); review, revise FTX settlement proposal (.4); telephone conference with Company re open settlement issues (.3); review and revise on retained causes of action (.2).
09/08/23	Trevor Eck	0.30	Review, revise witness declaration in support of confirmation.
09/08/23	Rob Jacobson	4.60	Review, revise plan supplement (1.2); correspond with M. Koch, F. Petrie re same (.5); correspond with Berkeley Research Group, Company, Haynes and Boone re same (.8); correspond with Company re rejected contracts list, employee transition plan (.8); correspond with Brown Rudnick re plan supplement, filing, related matters (.4); review, revise plan supplement (.9).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/08/23	Mike James Koch	2.00	Review, revise employee transition plan (.3); correspond with R. Jacobson re same (.1); correspond with F. Petrie, R. Jacobson re schedule of retained causes of action (.3); correspond with T. Eck re same (.1); conference with F. Petrie re confirmation workstreams, work in process (.3); review, revise schedule of retained causes of action (.2); correspond with F. Petrie, K&E team, Cole Schotz, Brown Rudnick re amended plan supplement (.4); review, compile amended plan supplement (.3).
09/08/23	Sarah R. Margolis	2.40	Review, revise confirmation brief (1.5); correspond with I. Paretti re same (.5); conference with F. Petrie, K&E team re confirmation brief, plan supplement (.4).
09/08/23	Christine A. Okike, P.C.	3.30	Review employee transition plan (.4); correspond with Company re same (.3); review Chubb plan language (.5); analyze solicitation matters (1.3); review wind-down budget (.5); review retained causes of action (.3).
09/08/23	Isabella J. Paretti	1.50	Review, revise summary re confirmation work in process (.1); conference with F. Petrie, K&E team re confirmation (.3); research re gatekeeping re confirmation brief (.5); correspond with S. Margolis re same (.2); review precedent re same (.4).
09/08/23	Francis Petrie	7.20	Review and revise documents re plan supplement (.8); correspond with M. Koch re filing and approval process re same (.9); review Chubb plan provision (.4); review materials re 3AC discovery (.7); correspond with Berkeley Research Group and Kroll teams re solicitation and plan classing issues (1.9); review and draft correspondence re same (1.2); revise declarations in support of confirmation (1.3).
09/08/23	Margaret Reiney	1.70	Correspond with J. Ryan, K&E team re confirmation (.5); review confirmation pleadings (1.2).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/08/23	Jimmy Ryan	1.10	Correspond with M. Reiney, K&E team re declarations in support of confirmation (.2); correspond with M. Reiney, K&E team, and Haynes and Boone team re confirmation order (.3); correspond with F. Petrie, K&E team, Kroll team re solicitation (.3); conference with F. Petrie, K&E team re confirmation (.3).
09/09/23	Christine A. Okike, P.C.	0.70	Telephone conferences with Company, Berkeley Research Group and M3 Partners re wind down budget.
09/09/23	Isabella J. Paretti	0.30	Correspond with J. Ryan, K&E team re confirmation considerations (.1); research re same (.2).
09/09/23	Francis Petrie	2.50	Review and revise confirmation documentation (1.8); correspond with Kroll team re plan classing and voting results (.7).
09/09/23	Margaret Reiney	0.70	Correspond with J. Ryan, K&E team re confirmation documents.
09/09/23	Jimmy Ryan	3.80	Correspond with F. Petrie, K&E team re confirmation order (.4); draft same (3.1); research re same (.3).
09/10/23	Francis Petrie	4.20	Correspond with Kroll re plan classing (.4); review and revise documentation and declarations re confirmation (3.8).
09/10/23	Jimmy Ryan	1.90	Draft confirmation order.
09/11/23	Trevor Eck	4.30	Review, analyze confirmation objections (1.8); draft objection summary re same (2.5).
09/11/23	Richard U. S. Howell, P.C.	0.50	Review materials in preparation for confirmation hearing (.2); conference with C. McGushin re same (.3).
09/11/23	Rob Jacobson	0.50	Telephone conference with Company, F. Petrie, Berkeley Research Group re convenience class.
09/11/23	Mike James Koch	0.70	Conference with contract counterparty re assumption, cure (.1); research re assumption of executory contracts (.2); correspond with R. Jacobson, K&E team, Company re same (.3); correspond with R. Jacobson, Kroll re schedule of retained causes of action (.1).
09/11/23	Sarah R. Margolis	0.30	Correspond with I. Paretti, R. Jacobson re confirmation objections (.1); review, analyze same (.2).
09/11/23	Casey McGushin	0.60	Review and analyze confirmation objections.

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/11/23	Christine A. Okike, P.C.	3.30	Review UST objection to confirmation (.3); review wind-down budget (.2); telephone conference with M3 Partners, Brown Rudnick, Berkeley Research Group, Haynes & Boone, F. Petrie, K&E teams re same (.9); review DOJ confirmation order language (.1); review confirmation objections (1.8).
09/11/23	Francis Petrie	8.40	Review and analyze plan objections (1.2); correspond with T. Eck re same (.4); review document re objection substance (.6); draft and revise declarations in support of confirmation (2.3); correspond with J. Ryan, M. Reiney re plan provision (.3); correspond with Brown Rudnick re UCC plan support provisions (.4); correspond with SEC re plan insert and objection (.3); review and revise insert re same (.2); telephone conference with M3 and Berkeley Research Group re wind down budget (.7); telephone conference with Company, Berkeley Research Group team re convenience class (.5); analyze materials re rebalancing process (.7); telephone conference with Brown Rudnick team re FTX treatment (.5); telephone conference with Haynes and Boone re objections (.3).
09/11/23	Margaret Reiney	3.80	Correspond with J. Ryan, K&E team re confirmation objections, voting (.5); review objections re same (.9); review, revise confirmation order (1.7); correspond with F. Petrie, K&E team, counterparties re confirmation order language (.7).
09/11/23	Jimmy Ryan	3.30	Correspond with M. Reiney, F. Petrie, K&E team, Brown Rudnick team and DOJ re confirmation order (.7); review, revise same (1.5); correspond with F. Petrie, K&E team re chapter 11 plan (.9); correspond with F. Petrie, K&E team re confirmation objections (.2).
09/11/23	Michael B. Slade	0.30	Correspond with F. Petrie, K&E team re confirmation hearing.
09/12/23	Trevor Eck	0.60	Telephone conference with M. Slade, K&E team re confirmation objections, potential responses.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/12/23	Richard U. S. Howell, P.C.	1.10	Conference with C. McGushin re confirmation hearing considerations (.4); review materials re same (.3); conference with C. Okike re confirmation order (.4).
09/12/23	Rob Jacobson	0.20	Correspond with Company re assumed contracts.
09/12/23	Sarah R. Margolis	2.00	Review, revise confirmation brief (.7); conference with M. Slade, C. Okike, K&E team re confirmation pleadings (.5); review, analyze BlockFi terms of service re same (.3); review, analyze gatekeeper provision, opt outs (.5).
09/12/23	Casey McGushin	0.50	Conference with M. Slade and K&E team re confirmation hearing considerations.
09/12/23	Christine A. Okike, P.C.	4.40	Review confirmation objections (.9); correspond with Kroll re voting and tabulation questions (.5); telephone conference with F. Petrie re same (.2); review plan modifications (1.6); review DOJ language to confirmation order (.3); telephone conference with M. Slade, K&E team re confirmation objections (.7); review Arch confirmation order language (.2).
09/12/23	Francis Petrie	8.10	Telephone conference with Company re voting and confirmation (.5); telephone conference with C. Okike re tabulation (.3); draft correspondence to Company, Berkeley Research Group teams re same (.3); review solicitation procedures (.4); correspond with M. Koch re plan supplement (.2); correspond with DOJ, Brown Rudnick teams re agreed language (.9); telephone conference with M. Slade re objection strategy and brief (.7); review objections and outline re same (1.3); correspond with J. Ryan re plan provisions (.8); review revised plan (.4); telephone conference with Company re employee transition issues and plan supplement (.5); revise declarations in support of disclosure statement (1.8).
09/12/23	Margaret Reiney	2.70	Correspond with J. Ryan, K&E team re confirmation documentation (.5); review, revise confirmation order language (.9); correspond with J. Ryan, K&E team re same (.6); review, revise amended plan (.7).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/12/23	Jimmy Ryan	2.80	Correspond with F. Petrie, K&E team re chapter 11 plan (.4); review, revise same (.5); correspond with F. Petrie, K&E team re declaration in support of confirmation (.1); video conference with F. Petrie, K&E team re objection to confirmation (.6); review, revise confirmation order (.7); office conference with F. Petrie re same (.2); correspond with F. Petrie, K&E team same (.3).
09/12/23	Michael B. Slade	1.90	Review, analyze confirmation objections (1.1); telephone conference with C. Okike, K&E team re responses to objections (.5); correspondence re diligence issues (.3).
09/13/23	Trevor Eck	5.50	Telephone conference with F. Petrie, K&E team re confirmation action items, next steps (.3); telephone conference with Company, M. Slade, K&E team re Ankura objection (.4); research indenture issues re same (.8); review, revise witness declaration in support of confirmation (1.2); review, revise confirmation objection response summary (2.8).
09/13/23	Rob Jacobson	1.00	Review, revise confirmation brief.
09/13/23	Rob Jacobson	1.50	Review, review confirmation brief (1.0); conference with F. Petrie, K&E team re same (.5).
09/13/23	Mike James Koch	0.60	Conference with F. Petrie, K&E team re confirmation workstreams (.3); draft second amended plan supplement (.3).
09/13/23	Christine A. Okike, P.C.	6.70	Review SEC confirmation order language (.5); review plan (.6); review and revise witness declaration in support of confirmation (3.9); review Ankura objection and indenture (.6); telephone conference with Company, Haynes and Boone, F. Petrie, K&E teams re Ankura objection (.6); review states confirmation order language (.5).

Legal Services for the Period Ending October 3, 2023

BlockFi Inc.

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/13/23	Francis Petrie	6.10	Telephone conference with T. Eck, K&E team re confirmation documents in progress (.5); telephone conference with Company re tabulation questions (.3); correspond with M. Reiney, K&E team re solicitation procedures (.9); telephone conference with Company, K&E team re Ankura relationship (.5); review confirmation objection re indenture (.8); correspond with T. Eck re same (.7); review case law re same (.5); correspond with DOJ re plan language (.2); review draft confirmation order re same, SEC language requests (.4); review SEC objection (.7); correspond with SEC re same (.2); correspond with Brown Rudnick team re objectors (.4).
09/13/23	Margaret Reiney	2.20	Correspond with F. Petrie, K&E team re confirmation documentation (.5); review, revise confirmation declarations (1.7).
09/13/23	Jimmy Ryan	2.80	Correspond with C. Okike, K&E team re chapter 11 plan (.2); review, revise same (.8); conference with F. Petrie, K&E team re confirmation objections (.4); review, analyze same (.4); review, revise plan (.6); review, revise confirmation order (.4).
09/13/23	Michael B. Slade	1.30	Telephone conference with Company, F. Petrie, K&E team re Ankura objection (.5); review, analyze cases re confirmation objections (.8).
09/14/23	Trevor Eck	4.20	Review, revise witness declarations in support of confirmation (1.5); research re SEC objection (.2); research indenture issues re Ankura objection (2.5).
09/14/23	Sarah R. Margolis	0.50	Revise confirmation brief.
09/14/23	Christine A. Okike, P.C.	4.10	Review, analyze FTX objection (.3); review, analyze SEC objection (.3); review witness declarations in support of confirmation (1.3); revise plan (.8); revise confirmation order language (.3); review case law re gatekeeper provision (.9); correspond with states re confirmation order (.2).
09/14/23	Isabella J. Paretti	1.80	Review, revise confirmation brief.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/14/23	Francis Petrie	4.40	Telephone conference with Company re confirmation check in (.3); review and revise declaration in support of declaration (.7); review and revise confirmation order (1.7); review draft language re loan repayment in plan (.4); review documents re gatekeeper provision (.4); correspond with J. Ryan, K&E team re plan language (.3); correspond with M. Reiney re proposed insurance language (.2); review, revise same (.4).
09/14/23	Margaret Reiney	2.70	Review, revise confirmation declarations (2.2); correspond with F. Petrie, K&E team re same (.5).
09/14/23	Jimmy Ryan	2.40	Review, revise confirmation order (.2); correspond with F. Petrie, K&E team re chapter 11 plan (.5) review, revise same (1.7).
09/15/23	Trevor Eck	4.50	Review, revise confirmation brief (3.7); review, revise voting declaration (.8).
09/15/23	Rob Jacobson	0.50	Conference with F. Petrie, K&E team re confirmation workstreams.
09/15/23	Mike James Koch	0.50	Conference with F. Petrie, K&E team re confirmation workstreams (.3); review, revise second amended plan supplement (.2).
09/15/23	Sarah R. Margolis	2.30	Review, revise confirmation brief (.4); review, revise confirmation brief (1.5); review, analyze voting report re same (.4).
09/15/23	Christine A. Okike, P.C.	3.10	Conference with Akerman re plan releases (.3); correspond with Brown Rudnick re same (.1); review and revise plan (1.6); review witness declarations in support of confirmation (.5); review confirmation objections (.6).
09/15/23	Isabella J. Paretti	0.80	Conference with F. Petrie, K&E team re confirmation workstreams (.5); review confirmation brief (.3).
09/15/23	Francis Petrie	6.10	Review and revise confirmation order (2.4); correspond with C. Okike, K&E team re same (.2); review plan provisions re same (.4); correspond with government entities re plan mechanics (.3); correspond with J. Ryan re revised plan (1.2); review revised plan (1.6).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/15/23	Margaret Reiney	3.00	Correspond with J. Ryan, K&E team re confirmation documentation (.5); review, revise confirmation declarations (1.8); review, revise plan (.7).
09/15/23	Jimmy Ryan	1.80	Conference with F. Petrie, K&E team re confirmation (.4); research re chapter 11 plan (.4); review, revise same (1.0).
09/16/23	Trevor Eck	6.20	Review, revise confirmation brief (3.9); further review, revise same (1.2); review, analyze objections re same (1.1).
09/16/23	Christine A. Okike, P.C.	1.00	Review and revise plan.
09/16/23	Margaret Reiney	6.20	Review, revise confirmation brief (3.8); correspond with F. Petrie, K&E team re same (.6); review confirmation declarations (1.8).
09/16/23	Jimmy Ryan	0.70	Review, revise chapter 11 plan.
09/17/23	Trevor Eck	1.00	Review, revise voting declaration in support of confirmation.
09/17/23	Francis Petrie	4.40	Review and revise confirmation brief (3.2); review objections and documents re same (1.2).
09/18/23	Trevor Eck	2.70	Review, revise witness declaration in support of confirmation (.2); research re confirmation objections (2.4); correspond with F. Petrie, K&E team re voting declaration (.1).
09/18/23	Richard U. S. Howell, P.C.	1.30	Prepare and review correspondence re confirmation hearing (.4); review materials re same (.6); conference with F. Petrie re same (.3).
09/18/23	Mike James Koch	3.70	Conference with F. Petrie, K&E team re confirmation workstreams, work in process (.2); draft declaration in support of confirmation (1.6); correspond with M. Reiney, F. Petrie re same (.2); review, revise plan supplement, exhibits (1.3); correspond with Company, R. Jacobson, K&E team re same (.4).
09/18/23	Sarah R. Margolis	0.20	Conference with F. Petrie, K&E team re confirmation pleadings.
09/18/23	Casey McGushin	0.70	Review and revise confirmation declarations.

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/18/23	Christine A. Okike, P.C.	8.80	Review plan (1.1); review witness declaration in support of confirmation (1.8); review confirmation order (3.9); further review, revise same (1.7); telephone conference with Shearman, F. Petrie, K&E teams re plan insurance provisions (.3).
09/18/23	Francis Petrie	7.80	Telephone conference with Shearman, C. Okike, K&E team re plan of reorganization (.3); telephone conference with M. Reiney, K&E team re confirmation (.2); telephone conference with Haynes Boone re FTX plan objection (.5); arrange for filing of state stipulation (.3); review and revise plan and plan supplement (3.9); review case law re Ankura plan objection (2.6).
09/18/23	Margaret Reiney	3.50	Correspond with J. Ryan, K&E team re plan (.5); correspond with T. Eck, K&E team re confirmation documentation (.4); review, revise confirmation declarations (1.2); review confirmation order language (.7); review confirmation agenda, board update (.7).
09/18/23	Jimmy Ryan	1.00	Conference with C. Okike, K&E team and Shearman team re chapter 11 plan (.2); conference with F. Petrie K&E team re confirmation (.2); correspond with M. Reiney, K&E team re chapter 11 plan (.4); review, revise same (.2).
09/18/23	Michael B. Slade	1.80	Telephone conference with F. Petrie, K&E team re plan (.3); telephone conference with Committee re FTX matters (.4); review and revise confirmation declarations (1.1).
09/18/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re issues with the indenture trustee.
09/19/23	Trevor Eck	4.20	Review, revise voting declaration in support of confirmation (.7); draft response re Ankura confirmation objection (2.6); research re same (.8); correspond with F. Petrie re same (.1).
09/19/23	Richard U. S. Howell, P.C.	0.40	Review correspondence from C. McGushin re confirmation hearing issues.
09/19/23	Mike James Koch	0.60	Correspond with Company re assumed executory contracts (.2); correspond with insurance broker, Company re insurance policies (.2); review, revise plan supplement, exhibits (.2).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/19/23	Mike James Koch	0.20	Review, revise Vogel declaration.
09/19/23	Casey McGushin	2.60	Conference with M. Slade and K&E team re confirmation strategy (.4); review and analyze materials to prepare preparation outlines for confirmation witnesses (2.2).
09/19/23	Christine A. Okike, P.C.	2.90	Review Company's comments to plan (.3); review Ankura confirmation objection (.1); telephone conference with M. Slade and F. Petrie re same (.2); review voting declaration (.2); review voting report (.6); review confirmation order (.5); telephone conference with Brown Rudnick, Haynes and Boone, M. Slade, K&E teams re confirmation (.4); review Arch confirmation order language (.3); review UCC comments to plan (.2); correspond with SEC re confirmation order (.1).
09/19/23	Francis Petrie	8.10	Conference with T. Eck, K&E team re confirmation workstreams (.2); telephone conference with Brown Rudnick re confirmation hearing (.3); review, revise confirmation order (3.2); review, revise confirmation brief re objections (3.4); review plan documents (1.0).
09/19/23	Margaret Reiney	1.70	Review and revise plan, confirmation documents (1.1); correspond with F. Petrie and K&E team re same (.6).
09/19/23	Jimmy Ryan	0.20	Correspond with F. Petrie, K&E team re chapter 11 plan.
09/19/23	Alexandra Schrader	0.50	Conference with C. McGushin, K&E team re confirmation hearing, next steps (.4); correspond with same re same (.1).
09/19/23	Michael B. Slade	1.00	Telephone conference with Committee re confirmation hearing (.5); telephone conference with F. Petrie, K&E team re confirmation hearing (.5).

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<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/20/23	Trevor Eck	5.10	Draft responses re U.S. Trustee plan objection (1.5); correspond with F. Petrie, U.S. Trustee re same (.2); telephone conference with Company, Berkeley Research Group team re intercompany issues (.3); research indenture trustee issues re Ankura objection (1.6); review, revise witness declaration in support of confirmation (.6); review, revise voting declaration (.9).
09/20/23	Mike James Koch	2.00	Review, revise confirmation declaration (.6); correspond with C. McGushin, K&E team re same (.1); correspond with C. Okike, K&E team re witness declaration (.1); conference with Company, Berkeley Research Group re intercompany considerations (.3); review, revise confirmation declaration re same (.7); correspond with insurance broker re insurance policies (.2).
09/20/23	Casey McGushin	2.60	Review and revise draft confirmation declarations (.7); review and analyze documents in preparation for witness preparation sessions on confirmation (1.9).
09/20/23	Christine A. Okike, P.C.	7.40	Review witness declaration in support of confirmation (1.0); review plan (1.7); review confirmation order (.8); review confirmation brief (3.9).
09/20/23	Francis Petrie	10.10	Review and revise confirmation brief (3.7); review objections re same (1.2); further revise brief and declarations re same (2.8); telephone conference with Berkeley Research Group, Company re intercompany treatment (.4); review and revise declaration re same (.9); conference with chambers, Ankura counsel re indenture treatment (.7); review plan re updated language (.4).
09/20/23	Jimmy Ryan	2.20	Correspond with F. Petrie, K&E team re chapter 11 plan (.4); review, revise same (1.8).
09/20/23	Michael B. Slade	3.10	Review, analyze Ankura objection (.8); review, analyze confirmation discovery requests (.9); review and revise confirmation declaration (1.4).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/21/23	Trevor Eck	8.40	Review, revise confirmation brief (3.9); research precedent re same (1.5); further review, revise same (.6); research indenture issues re Ankura objection (1.0); review, revise plan objection summary (1.1); review, revise voting declaration (.3).
09/21/23	Mike James Koch	4.40	Review, revise declaration in support of confirmation (.1); draft notice of filing of modified third amended plan (.2); review, analyze case law re third party release considerations (2.3); correspond with T. Eck re same (.3); review, analyze objection to confirmation (.7); draft summary chart re same (.5); draft memorandum re third party release considerations (.3).
09/21/23	Casey McGushin	2.30	Review and analyze documents re confirmation witness preparation session.
09/21/23	Christine A. Okike, P.C.	10.10	Review plan (1.0); review confirmation brief (3.9); further review, revise confirmation brief (2.0); review objection response chart (1.9); review confirmation order (1.3).
09/21/23	Francis Petrie	8.80	Telephone conference with Company re confirmation issues (.3); correspond with Company re tabulation (.2); draft correspondence re same (.7); review and revise confirmation declarations and memorandum in support (3.9); review, and revise memorandum in support of confirmation (3.5); arrange for filing of amended plan (.2).
09/21/23	Margaret Reiney	1.60	Correspond with J. Ryan, K&E team, Company, counterparties re plan (.4); correspond with J. Ryan, K&E team, witnesses re hearing preparation (.5); review, revise declarations in support of confirmation (.7).
09/21/23	Jimmy Ryan	3.30	Correspond with F. Petrie, K&E team, Brown Rudnick re chapter 11 plan (1.2); review, revise same (1.7); review, revise confirmation order (.4).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/21/23	Michael B. Slade	4.80	Telephone conference with witness re confirmation hearing preparation (1.5); review and revise plan provisions (.8); review and revise proposed FTX stipulation (.2); review and revise confirmation declarations (1.2); review and revise confirmation brief (1.1).
09/21/23	Josh Sussberg, P.C.	0.10	Correspond with F. Petrie re confirmation, status.
09/22/23	Trevor Eck	6.90	Review, revise declarations in support of confirmation (2.3); review, revise confirmation brief (3.6); review, revise confirmation order (.3); correspond with F. Petrie, K&E team re filing confirmation pleadings (.4); telephone conference with F. Petrie, K&E team, U.S. Trustee re confirmation objections (3.).
09/22/23	Mike James Koch	8.60	Conference with witness, C. McGushin, K&E team re confirmation hearing preparation (.3); research, analyze chapter 11 plan re third party release considerations (.4); review, revise second amended plan supplement (1.8); correspond with Brown Rudnick re same (.1); review, revise confirmation order (.7); review, analyze plan re revisions (.5); correspond with F. Petrie, K&E team re confirmation considerations (2.3); further review, revise confirmation order (.5); review, revise declaration in support of intercompany (.3); review, revise plan (.2); correspond with Company, C. Okike, K&E team, Walkers, JPLs, Brown Rudnick re second amended plan supplement (.4); draft confirmation agenda (1.1).
09/22/23	Casey McGushin	2.60	Prepare for confirmation witness preparation session (.5); participate in same (.3); review and revise draft witness declaration (.7); review and analyze objections to confirmation (1.1).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/22/23	Christine A. Okike, P.C.	7.90	Review U.S. Trustee comments to plan (.2); telephone conference with U.S. Trustee, F. Petrie, K&E team re same (.2); telephone conference with witness, C. McGushin, K&E team re confirmation (.3); review plan (1.4); review declaration in support of confirmation (2.3); review confirmation order (1.9); review confirmation brief (.8); review plan supplement documents (.8).
09/22/23	Francis Petrie	9.70	Review and revise confirmation declarations (3.7); further review, revise same (3.5); arrange for finalization and filing re same (.3); telephone conference with witness, C. McGushin re confirmation preparation (.3); telephone conference with Sullivan & Cromwell re FTX claim (.3); telephone conference with Kroll team, Company re tabulation issues (.3); telephone conference with UST re outstanding objection (.3); telephone conference with Kroll, Brown Rudnick re retained cause of action (.5); and correspond with Kroll, Brown Rudnick re same (.5).
09/22/23	Margaret Reiney	3.10	Review, revise confirmation pleadings (2.1); review, revise agenda (.4); correspond with F. Petrie, K&E team re confirmation pleadings (.6).
09/22/23	Alexandra Schrader	0.40	Participate in confirmation witness preparation session.
09/22/23	Michael B. Slade	4.80	Review and revise proposed confirmation settlement terms (.9); telephone conferences with FTX and Committee re confirmation settlement (1.1); review and revise confirmation brief and declarations (2.8).
09/23/23	Trevor Eck	3.50	Review, revise confirmation brief.
09/23/23	Mike James Koch	1.30	Correspond with Walkers re plan supplement (.1); correspond with F. Petrie, M. Reiney re plan (.1); review, revise agenda re confirmation hearing (.3); review, revise plan (.6); correspond with F. Petrie, K&E team, Cole Schotz re confirmation brief (.2).
09/23/23	Christine A. Okike, P.C.	5.40	Review confirmation brief (3.7); review U.S. Trustee comments to plan (.4); review confirmation order (1.3).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/23/23	Francis Petrie	5.10	Review and revise confirmation brief (3.9); correspond with M. Reiney, K&E team re finalizing materials re confirmation (.6); prepare materials re objecting parties (.3); correspond with M. Reiney, K&E team re same (.3).
09/23/23	Margaret Reiney	2.80	Review correspondence from F. Petrie re confirmation pleadings (.6); review confirmation pleadings (1.5); correspond with F. Petrie and K&E re same (.7).
09/23/23	Michael B. Slade	1.90	Review and revise confirmation brief.
09/24/23	Trevor Eck	4.10	Review, revise confirmation brief (3.8); review, revise objection chart re same (.3).
09/24/23	Mike James Koch	2.40	Conference with C. McGushin, K&E team re witness preparation (.4); review, revise plan (.1); correspond with Brown Rudnick, Walkers, Faegre Drinker, Company, F. Petrie, K&E team re same (.4); correspond with F. Petrie re classes of claims (.2); correspond with Berkeley Research Group re confirmation declaration (.1); correspond with Kroll re voting declaration (.1); correspond with F. Petrie, K&E team re plan (.6); draft summary re claims objection procedures (.5).
09/24/23	Casey McGushin	3.10	Prepare for confirmation witness preparation sessions (2.2); participate in same (.5); review and analyze draft objection re plan modifications (.4).
09/24/23	Christine A. Okike, P.C.	9.20	Telephone conference with witness, C. McGushin, K&E team re confirmation preparation (.5); review confirmation objections (.5); draft proposed resolutions re same (.7); review confirmation brief (3.4); review plan and confirmation order (2.0); telephone conference with witness, C. McGushin, K&E team re confirmation preparation (.8); telephone conferences with M. Slade and F. Petrie re confirmation hearing (.9); telephone conference with Akerman re confirmation objection (.1); correspond with Akerman, Brown Rudnick, F. Petrie, K&E team re same (.3).

Legal Services for the Period Ending October 3, 2023
BlockFi Inc.

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/24/23	Francis Petrie	6.90	Finalize confirmation brief (3.9); telephone conference with M. Slade, witness re witness preparation (.7); telephone conference with witness re confirmation status and preparation (.7); telephone conference with C. Okike re confirmation hearing (.8); telephone conference with Kroll team re voting amounts and reduction (.8).
09/24/23	Margaret Reiney	2.40	Review, review confirmation pleadings (1.8); correspond with K&E team re same (.6).
09/24/23	Alexandra Schrader	0.40	Participate in confirmation witness preparation session.
09/24/23	Michael B. Slade	4.50	Telephone conference with C. McGushin, K&E team and witness to prepare for hearing (.4); telephone conference with Company, F. Petrie, K&E team re liquidation analysis and intercompany issues (.5); telephone conference with opposing counsel re confirmation settlement (.9); review, analyze late filed potential objection (.4); review and revise confirmation brief (2.3).
09/25/23	Trevor Eck	5.70	Review, revise confirmation brief (3.9); correspond with F. Petrie, K&E team re same (.2); telephone conference with witness, C. McGushin, K&E team re confirmation preparation (.5); review, revise voting declaration (1.1).
09/25/23	Mike James Koch	4.10	Review, revise confirmation brief (.2); review, revise confirmation order (.3); correspond with Berkeley Research Group re confirmation declarations (.1); conference with Berkeley Research Group re same (.3); review, revise confirmation agenda (.3); review, revise plan (.2); review, revise confirmation order (1.2); correspond with Brown Rudnick, JPLs, Company re plan (.4); review, revise same (.1); review, revise confirmation order, plan (.3); correspond with C. Okike, M. Slade, F. Petrie, K&E team re confirmation pleadings (.7).
09/25/23	Mike James Koch	2.00	Draft pleadings re FTX settlement (.6); draft proposed order re FTX settlement, notice re same (1.0); compile same re filing (.3); correspond with Cole Schotz re same (.1).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/25/23	Casey McGushin	2.10	Prepare for confirmation witness preparation session (.1.2); participate in same (.9).
09/25/23	Christine A. Okike, P.C.	10.30	Review voting report (.5); revise confirmation brief (1.9); review objections to confirmation (1.0); review Chubb revisions to plan (.2); telephone conference with Latham re 3AC objection (.1); analyze stablecoin issue (.5); correspond with Company re same (.2); correspond with SEC re same (.2); telephone conference with M. Renzi and K&E team re confirmation (.5); prepare for confirmation hearing (1.2); review voting declaration and exhibits (.6); review plan (1.3); telephone conference with SEC re plan (.3); review confirmation order (.8); review UCC statement in support of confirmation (.3); correspond with JPLs re plan (.1); follow up with SEC re plan (.2); review JPLs comments to confirmation order (.1); correspond with K&E team re confirmation hearing (.3).
09/25/23	Francis Petrie	11.30	Review and revise confirmation brief (3.9); arrange for filing re same (.2); review and revise plan materials, revised plan, voting report and declaration (3.9); telephone conference with SEC re plan issues (.5); prepare materials re confirmation hearing preparation (1.0); review objections to plan and draft responses re same (1.8).
09/25/23	Margaret Reiney	4.40	Attend witness preparation conference (.5); review, revise confirmation pleadings (2.3); review correspondence re same (1.6).
09/25/23	Jimmy Ryan	0.40	Review, revise confirmation order (.1); correspond with F. Petrie, K&E team re same (.1); draft notice of revised plan (.2).
09/25/23	Michael B. Slade	1.30	Review and revise confirmation brief (1.1); review and revise FTX stipulation (.2).
09/26/23	Mike James Koch	0.70	Review, revise confirmation agenda (.4); correspond with Haynes and Boone and Cole Schotz re same (.3).
09/26/23	Christine A. Okike, P.C.	4.40	Review 3AC confirmation order language (.4); correspond with Chubb re objection (.1); prepare for confirmation hearing (3.9).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/26/23	Francis Petrie	8.30	Prepare confirmation presentation materials (3.8); office conferences with advisor group re confirmation preparation (3.1); review and revise confirmation documents (1.4).
09/26/23	Margaret Reiney	2.50	Review, revise confirmation order (1.4); review, revise confirmation pleadings for confirmation hearing (1.1).
09/26/23	Jimmy Ryan	0.30	Correspond with F. Petrie, K&E team re confirmation.
09/26/23	Josh Sussberg, P.C.	0.30	Correspond with F. Petrie re confirmation ruling (.1); conference with Haynes and Boone re same (.1); conference with M3 Partners re same (.1).
09/27/23	Mike James Koch	2.40	Review, revise confirmation brief (1.7); correspond with F. Petrie, K&E team re same (.3); correspond with Brown Rudnick, UST, Company, Shearman re same (.4).
09/27/23	Christine A. Okike, P.C.	1.40	Telephone conference with R. Davis re loan repayment option (.1); review confirmation order (1.3).
09/27/23	Francis Petrie	1.40	Review and revise confirmation order (.5); correspond with M. Reiney, M. Koch, K&E team re same (.3); correspond with advisor group re final order (.4); review emergence requirements (.2).
09/27/23	Michael B. Slade	0.80	Correspond with C. Okike, K&E team re confirmation order and review edits to same.
09/28/23	Mike James Koch	1.20	Review, revise confirmation order (.8); multiple correspondences with C. Okike, K&E team, Cole Schotz re same (.4).
09/28/23	Christine A. Okike, P.C.	1.00	Review confirmation order (.5); review U.S. Trustee comments to confirmation order (.3); correspond with M. Koch, K&E team re same (.2).
09/28/23	Francis Petrie	3.90	Telephone conference with Company re confirmation check-in (.5); correspond re final confirmation order (.5); correspond with C. Okike, K&E re same (.5); draft emergence closing steps materials (2.4).
09/28/23	Michael B. Slade	0.60	Correspond with F. Petrie re confirmation order and review edits to same.
09/29/23	Trevor Eck	1.20	Draft closing steps and funds flow memorandum.

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/29/23	Mike James Koch	3.00	Review, revise confirmation order (2.1); multiple correspondences with F. Petrie, K&E team, Cole Schotz re same (.4); draft correspondence re same (.3); conference with UST re same (.2).
09/29/23	Christine A. Okike, P.C.	1.20	Review U.S. Trustee comments to confirmation order (.5); review confirmation order (.5); correspond with F. Petrie, K&E team re same (.2).
09/29/23	Francis Petrie	5.20	Correspond with C. Okike re final confirmation order (.3); review and revise draft of same (1.7); arrange for submission to chambers (1.0); correspond with M. Koch and K&E, BR teams re final forms of order (.5); review transcript re ruling (1.0); revise correspondence to chambers (.7).
09/29/23	Michael B. Slade	0.70	Correspond with C. Okike re confirmation order and attention to same.
10/02/23	Trevor Eck	0.60	Review, revise memorandum re funds flow and closing step.
10/02/23	Christine A. Okike, P.C.	0.70	Review Digistar settlement motion and agreement.
10/02/23	Francis Petrie	2.70	Review and revise closing steps memo (1.7); correspond with HB team re pleadings to be filed (.5); correspond with K&E team re bank accounts and escrow establishment (.5).
10/02/23	Michael B. Slade	1.10	Telephone conference with witness re trial testimony prep.
10/03/23	Trevor Eck	0.20	Review, revise confirmation order.
10/03/23	Mike James Koch	1.10	Draft notice of confirmation, effective date (.4); correspond with F. Petrie, S. Golden, K&E team re same (.2); review, revise plan (.3); correspond with Cole Schotz re same (.2).
10/03/23	Christine A. Okike, P.C.	2.10	Telephone conference with management, Haynes & Boone, F. Petrie and K&E teams re closing work streams (.5); telephone conference with Brown Rudnick re effective date (.5); review Vrai Nom response (.3); correspond with Company re wallet withdrawals (.4); coordinate with K&E and Haynes & Boone teams re closing matters (.4).

Disclosure Statement, Plan, Confirmation

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
10/03/23	Francis Petrie	1.60	Telephone conference with K. Aulet re emergence steps (.5); draft materials re same (1.1).
10/03/23	Francis Petrie	0.70	Correspond with Cole Schotz re confirmation order (.2); review entered confirmation order (.5).
Total		647.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 16, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050087441
Client Matter: 54119-19

In the Matter of International Issues

For legal services rendered through October 3, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 1,986.00
Total legal services rendered	\$ 1,986.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	0.20	1,605.00	321.00
Christine A. Okike, P.C.	0.90	1,850.00	1,665.00
TOTALS	1.10		\$ 1,986.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/29/23	Bob Allen, P.C.	0.20	Correspondence with M. Slade and Haynes Boone re joint liquidator subpoena.
10/02/23	Christine A. Okike, P.C.	0.90	Review Renzi affidavit re Bermuda recognition (.4); review Edwards affidavit re Bermuda recognition (.5).
Total		1.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 16, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050087442
Client Matter: 54119-20

In the Matter of K&E Retention and Fee Matters

For legal services rendered through October 3, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 81,665.00
Total legal services rendered	\$ 81,665.00

Summary of Hours Billed

Name	Hours	Rate	Amount
Michael Y. Chan	0.50	365.00	182.50
Trevor Eck	14.60	885.00	12,921.00
Julia R. Foster	4.20	480.00	2,016.00
Susan D. Golden	5.80	1,475.00	8,555.00
Rob Jacobson	12.10	1,245.00	15,064.50
Mike James Koch	10.40	885.00	9,204.00
Sarah R. Margolis	19.10	1,155.00	22,060.50
Francis Petrie	7.90	1,375.00	10,862.50
Luke Spangler	1.20	325.00	390.00
Josh Sussberg, P.C.	0.20	2,045.00	409.00
TOTALS	76.00		\$ 81,665.00

Legal Services for the Period Ending October 3, 2023

BlockFi Inc.

K&E Retention and Fee Matters**Description of Legal Services**

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/23	Francis Petrie	0.20	Correspond with S. Margolis and T. Eck re fee application schedule.
09/05/23	Rob Jacobson	5.40	Review, revise K&E invoice for privilege, confidentiality issues.
09/06/23	Trevor Eck	0.90	Review, revise interim fee application.
09/06/23	Susan D. Golden	0.20	Correspond with fee examiner re fee examiner report.
09/06/23	Sarah R. Margolis	1.50	Review, revise K&E interim fee application.
09/07/23	Sarah R. Margolis	1.10	Review, revise interim fee application.
09/08/23	Trevor Eck	3.90	Review, revise K&E interim fee application.
09/08/23	Rob Jacobson	3.00	Review, comment on K&E second interim fee application.
09/08/23	Mike James Koch	1.20	Review, analyze parties in interest list re supplemental declaration considerations (.2); correspond with Kroll re same (.2); draft supplemental retention declaration (.8).
09/08/23	Sarah R. Margolis	1.60	Review, revise K&E interim fee application.
09/10/23	Rob Jacobson	2.80	Review, comment on second K&E interim fee application (2.7); correspond with S. Margolis re same (.1).
09/10/23	Sarah R. Margolis	0.10	Correspond with R. Jacobson, T. Eck re K&E interim fee application.
09/11/23	Trevor Eck	1.80	Review, revise K&E interim fee application.
09/11/23	Mike James Koch	1.70	Review, analyze conflict reports re supplemental disclosure in support of retention application.
09/11/23	Sarah R. Margolis	0.40	Review, revise K&E interim fee application.
09/11/23	Francis Petrie	1.80	Review and revise K&E fee application.
09/12/23	Michael Y. Chan	0.50	Draft schedules re supplemental declaration in support of K&E retention.
09/12/23	Susan D. Golden	4.10	Review and revise July monthly fee statement for privilege and confidentiality (3.5); correspond with F. Petrie and S. Margolis re same (.2); review and revise J. Sussberg fourth declaration in support of retention (.3); correspond with M. Koch re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/12/23	Rob Jacobson	0.90	Review, comment on supplemental Sussberg declaration (.6); conference with M. Koch re same (.3).
09/12/23	Mike James Koch	1.50	Review, analyze disclosures for Sussberg supplemental declaration (.6); conference with R. Jacobson re same (.1); correspond with R. Jacobson re same (.1); draft supplemental declaration (.6); correspond with F. Petrie, S. Golden re same (.1).
09/12/23	Francis Petrie	1.70	Review, revise fee statement re privilege, confidentiality.
09/13/23	Mike James Koch	0.80	Review, revise supplemental declaration.
09/13/23	Sarah R. Margolis	2.10	Review, revise K&E monthly fee statement for privilege and confidentiality (1.8); correspond with F. Petrie, K&E team re same (.3).
09/13/23	Francis Petrie	3.10	Review, revise monthly fee statement for privilege and confidentiality (2.8); correspond with S. Margolis re same (.3).
09/14/23	Trevor Eck	0.40	Review, revise K&E second interim fee application (.3); correspond with F. Petrie, K&E team re same (.1).
09/14/23	Susan D. Golden	1.00	Review and revise K&E second interim fee application.
09/14/23	Mike James Koch	1.80	Review, analyze K&E fee statements for privilege and confidentiality (1.7); correspond with S. Margolis re same (.1).
09/14/23	Sarah R. Margolis	3.00	Review, revise fee summary re interim fee application (1.0); correspond with M. Koch re same (.1); correspond with M. Koch, K&E team re same (.1); review, revise K&E invoice re privilege, confidentiality (1.8).
09/14/23	Luke Spangler	1.20	Research and compile precedent re Judge Kaplan fee applications and orders.
09/14/23	Josh Sussberg, P.C.	0.20	Review, revise fourth supplemental retention declaration.
09/15/23	Mike James Koch	0.30	Correspond with C. Husnick, A. Yenamandra, S. Golden re Sussberg supplemental declaration (.1); review, revise same (.1); correspond with F. Petrie, R. Jacobson re filing re same (.1).
09/18/23	Julia R. Foster	0.60	Correspond with F. Petrie, S. Margolis, R. Jacobson re backup for expenses.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/18/23	Mike James Koch	0.40	Review, revise supplemental declaration re retention (.2); correspond with F. Petrie, R. Jacobson re same (.2).
09/18/23	Sarah R. Margolis	0.60	Correspond with F. Petrie re omnibus fee order (.2); review, analyze K&E fee statement re same (.3); correspond with S. Golden re same (.1).
09/19/23	Sarah R. Margolis	0.80	Correspond with S. Golden, A. Yenamandra re K&E interim fee application (.3); review, analyze correspondence from S. Golden and A. Yenamandra re same (.1); review, analyze K&E interim fee application re same (.4).
09/20/23	Julia R. Foster	1.00	Revise July K&E monthly fee statement (.6); prepare same for filing (.2); correspond with Cole Schotz re filing (.2).
09/21/23	Trevor Eck	0.70	Correspond with S. Margolis re first interim fee application (.4); review, analyze fee examiner application, order re same (.3).
09/21/23	Sarah R. Margolis	0.40	Review, revise K&E interim fee application.
09/22/23	Julia R. Foster	2.60	Review and revise K&E second interim fee application.
09/22/23	Sarah R. Margolis	0.70	Review, revise K&E fee statement for privilege and confidentiality (.5); correspond with F. Petrie re same (.2).
09/23/23	Mike James Koch	0.50	Review, revise K&E second interim fee application (.4); correspond with S. Margolis re same (.1).
09/24/23	Trevor Eck	0.60	Review, revise K&E invoice re privilege, confidentiality.
09/24/23	Susan D. Golden	0.50	Review, revise K&E second interim fee application (.3); correspond with S. Margolis and K&E team re same (.2).
09/24/23	Mike James Koch	0.30	Review, revise K&E second interim fee application (.2); correspond with S. Margolis re same (.1).
09/24/23	Sarah R. Margolis	3.60	Review, revise K&E fee application (3.5); correspond with S. Golden, C. Okike re same (.1).
09/25/23	Trevor Eck	0.50	Review, revise K&E invoice re privilege, confidentiality.
09/26/23	Trevor Eck	1.70	Review, revise K&E invoice re privilege, confidentiality.

K&E Retention and Fee Matters

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/26/23	Sarah R. Margolis	0.50	Review, revise K&E fee application.
09/27/23	Trevor Eck	2.10	Review, revise K&E invoice re privilege, confidentiality.
09/27/23	Mike James Koch	1.90	Review, revise K&E invoice re privilege, confidentiality.
09/27/23	Sarah R. Margolis	1.00	Review, revise K&E interim fee application (.3); telephone conference with M. Koch re same (.2); telephone conference with R. Orren re same (.2); correspond with F. Petrie re same (.1); correspond with Cole Schotz re same (.2).
09/27/23	Francis Petrie	1.10	Review, revise K&E interim fee application (.9); correspond with S. Margolis re filing of same (.2).
09/28/23	Sarah R. Margolis	0.30	Correspond with F. Petrie re interim fee application.
10/02/23	Trevor Eck	2.00	Draft final fee application.
10/02/23	Sarah R. Margolis	0.10	Correspond with T. Eck re interim fee application.
10/03/23	Sarah R. Margolis	1.30	Review, revise K&E invoice re privilege and confidentiality.

Total**76.00**

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 16, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050087443
Client Matter: 54119-21

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through October 3, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 6,175.00
Total legal services rendered	\$ 6,175.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	1.20	885.00	1,062.00
Susan D. Golden	0.20	1,475.00	295.00
Mike James Koch	0.30	885.00	265.50
Sarah R. Margolis	2.50	1,155.00	2,887.50
Christine A. Okike, P.C.	0.90	1,850.00	1,665.00
TOTALS	5.10		\$ 6,175.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/23	Sarah R. Margolis	1.40	Review, analyze plan, precedent re fee applications, admin fee order, plan re final fee application (.1.2); correspond with Deloitte re same (.2).
09/04/23	Sarah R. Margolis	0.10	Correspond with Debtor advisors re retention and fee applications.
09/05/23	Sarah R. Margolis	0.10	Correspond with Deloitte team re fee application.
09/06/23	Sarah R. Margolis	0.20	Correspond with BRG re fee applications.
09/13/23	Sarah R. Margolis	0.30	Correspond with Moelis re interim fee application.
09/14/23	Mike James Koch	0.30	Review, analyze Moelis monthly fee statement.
09/15/23	Trevor Eck	0.80	Review, analyze Deloitte interim fee application (.5); research re same (.3).
09/15/23	Sarah R. Margolis	0.10	Review, analyze Deloitte retention application.
09/18/23	Susan D. Golden	0.20	Telephone conference with fee examiner re fee order for Committee professionals.
09/19/23	Trevor Eck	0.20	Draft certificate of no objection re Deloitte monthly fee statement.
09/23/23	Sarah R. Margolis	0.10	Telephone conference with BRG re fee applications.
10/02/23	Sarah R. Margolis	0.20	Review, revise BRG fee applications (.1); correspond with BRG re same (.1).
10/02/23	Christine A. Okike, P.C.	0.90	Review BRG engagement letter (.5); follow up with Company re retention agreements (.4).
10/03/23	Trevor Eck	0.20	Draft certificate of no objection re Moelis monthly fee statement.
Total		5.10	

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 16, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050087444
Client Matter: 54119-22

In the Matter of Tax Matters

For legal services rendered through October 3, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 8,034.50
Total legal services rendered	\$ 8,034.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Meena Kandallu	0.30	935.00	280.50
Katherine Karnosh	4.40	1,075.00	4,730.00
Anthony Vincenzo Sexton, P.C.	1.80	1,680.00	3,024.00
TOTALS	6.50		\$ 8,034.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/23	Meena Kandallu	0.20	Telephone conference with A. Sexton, Deloitte, Company re tax return issues.
09/01/23	Anthony Vincenzo Sexton, P.C.	0.50	Telephone conference with Deloitte and Company re tax return issues.
09/08/23	Meena Kandallu	0.10	Telephone conference with A. Sexton, Deloitte, Company re tax return issues.
09/08/23	Anthony Vincenzo Sexton, P.C.	0.50	Telephone conference with Deloitte and Company re tax return issues.
09/29/23	Katherine Karnosh	1.20	Telephone conference with A. Sexton, Deloitte and Company re loan repayment and set off mechanics and treatment, franchise taxes (.4); review and summarize loan repayment and set off mechanics re same (.8).
09/29/23	Anthony Vincenzo Sexton, P.C.	0.50	Telephone conference with Deloitte and Company re tax return issues.
10/02/23	Katherine Karnosh	2.80	Review and summarize repayment and set off options.
10/03/23	Katherine Karnosh	0.40	Review and summarize repayment and set off options.
10/03/23	Anthony Vincenzo Sexton, P.C.	0.30	Review, analyze distribution and tax issues.
Total		6.50	

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 16, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050087445
Client Matter: 54119-23

In the Matter of Non-Working Travel

For legal services rendered through October 3, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 10,799.00
Total legal services rendered	\$ 10,799.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	1.00	885.00	885.00
Mike James Koch	0.40	885.00	354.00
Francis Petrie	2.00	1,375.00	2,750.00
Margaret Reiney	1.00	1,245.00	1,245.00
Michael B. Slade	3.00	1,855.00	5,565.00
TOTALS	7.40		\$ 10,799.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/26/23	Trevor Eck	1.00	Travel from New York, NY to Trenton, NJ re confirmation hearing (billed at half time) (.3); travel from Trenton NJ, to New York, NY re same (billed at half time) (.7).
09/26/23	Mike James Koch	0.40	Travel from New York, NY to Trenton, NJ re confirmation hearing (billed at half time) (.2); travel from Trenton, NJ to New York, NY (billed at half time) (.2).
09/26/23	Francis Petrie	2.00	Travel from New York, NY to Trenton, NJ re confirmation hearing (billed at half time) (1.0); travel from Trenton, NJ to New York, NY (billed at half time) (1.0).
09/26/23	Margaret Reiney	1.00	Travel from New York, NY to Trenton, NJ re confirmation hearing (billed at half time) (.5); travel from Trenton, NJ to New York, NY re same (billed at half time) (.5).
09/26/23	Michael B. Slade	1.50	Travel from Chicago, IL to Trenton, NJ re confirmation hearing (billed at half time).
09/27/23	Michael B. Slade	1.50	Travel from Trenton, NJ to Chicago, IL (billed at half time).
Total		7.40	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 16, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050087446
Client Matter: 54119-24

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through October 3, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 1,039.50
Total legal services rendered	\$ 1,039.50

Summary of Hours Billed

Name	Hours	Rate	Amount
Sarah R. Margolis	0.90	1,155.00	1,039.50
TOTALS	0.90		\$ 1,039.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/20/23	Sarah R. Margolis	0.10	Correspond with BRG re monthly operating reports.
09/21/23	Sarah R. Margolis	0.80	Review, revise monthly operating reports (.7); correspond with BRG re same (.1).
Total		0.90	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 16, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050087447
Client Matter: 54119-25

In the Matter of Regulatory

For legal services rendered through October 3, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 19,477.00
Total legal services rendered	\$ 19,477.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	11.40	1,605.00	18,297.00
Kelsey Bleiweiss	0.20	1,245.00	249.00
Cade C. Boland	0.40	1,080.00	432.00
Meghan E. Guzaitis	0.80	550.00	440.00
Molly Portwood	0.20	295.00	59.00
TOTALS	13.00		\$ 19,477.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/06/23	Bob Allen, P.C.	2.80	Draft custodial declaration requested by SDNY (.3); correspond with SDNY re same (.1); correspond with M. Guzaitis re preservation matters (.2); revise DFPI presentation (1.7); review, analyze Committee and Company reports (.5).
09/06/23	Meghan E. Guzaitis	0.50	Review, compile documents for production re regulatory issues.
09/07/23	Bob Allen, P.C.	4.70	Review, analyze correspondence from SDNY re website preservation (.3); revise DFPI presentation (4.4).
09/07/23	Meghan E. Guzaitis	0.30	Review, compile documents for production re regulatory issues.
09/08/23	Bob Allen, P.C.	2.40	Review, revise DFPI presentation.
09/10/23	Bob Allen, P.C.	0.40	Review, revise DFPI presentation.
09/11/23	Cade C. Boland	0.40	Review, revise presentation re California regulators issues.
09/21/23	Bob Allen, P.C.	0.10	Correspond with regulators re SDNY requests.
09/21/23	Molly Portwood	0.20	Review, revise production summary.
09/25/23	Bob Allen, P.C.	0.10	Review, analyze correspondence re DOJ 3AC request.
09/26/23	Bob Allen, P.C.	0.60	Telephone conference with SDNY regulators re 3AC requests (.1); correspond with Company re same (.2); review records certification request by SDNY and related correspondence (.3).
09/27/23	Bob Allen, P.C.	0.30	Telephone conference with J. Mayers and Z. Headley re DFPI presentation.
10/03/23	Kelsey Bleiweiss	0.20	Review, analyze correspondence from B. Allen re document collection issues.
Total		13.00	

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 16, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050087448
Client Matter: 54119-26

In the Matter of Investigation Matters

For legal services rendered through October 3, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 5,441.00
Total legal services rendered	\$ 5,441.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Megan Bowsher	0.70	395.00	276.50
Ricardo Guzman	1.50	475.00	712.50
Michael B. Slade	2.40	1,855.00	4,452.00
TOTALS	4.60		\$ 5,441.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/15/23	Ricardo Guzman	0.50	Conference with Deloitte, M. Guzatis, K&E team re document retentions procedures and collection updates.
09/15/23	Michael B. Slade	1.60	Review, analyze discovery requests and correspond with R. Guzman re same (.5); review and revise confirmation declarations (1.1).
09/18/23	Megan Bowsher	0.70	Compile documents cited in Special Committee report.
09/19/23	Michael B. Slade	0.80	Telephone conferences with R. Guzman re document collection and production.
09/21/23	Ricardo Guzman	0.50	Conference with Deloitte, M. Guzatis, K&E team re document retentions procedures and collection updates.
09/27/23	Ricardo Guzman	0.50	Conference with M. Guzatis re document collection for client legal team and attorney review.
Total		4.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 16, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050087449
Client Matter: 54119-27

In the Matter of Expenses

For expenses incurred through October 3, 2023
(see attached Description of Expenses for detail)

Total expenses incurred	<hr/> \$ 35,580.97
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Total expenses incurred	\$ 35,580.97
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Description of Expenses

<u>Description</u>	<u>Amount</u>
Standard Copies or Prints	91.80
Color Copies or Prints	3,175.00
Local Transportation	6,200.39
Travel Expense	600.00
Airfare	228.74
Transportation to/from airport	191.52
Travel Meals	54.44
Professional Fees	21,733.11
Computer Database Research	533.00
Westlaw Research	1,236.67
LexisNexis Research	103.44
Overtime Transportation	49.18
Overtime Meals - Attorney	234.39
Rental Expenses	918.31
Overnight Delivery - Hard	159.68
Computer Database Research - Soft	71.30
Total	\$ 35,580.97

Description of Expenses**Standard Copies or Prints**

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/05/23	Standard Copies or Prints	1.60
09/05/23	Standard Copies or Prints	8.70
09/05/23	Standard Copies or Prints	8.60
09/12/23	Standard Copies or Prints	7.20
09/14/23	Standard Copies or Prints	55.50
09/14/23	Standard Copies or Prints	0.60
09/14/23	Standard Copies or Prints	7.00
09/26/23	Standard Copies or Prints	1.30
09/26/23	Standard Copies or Prints	1.30
Total		91.80

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/12/23	Color Copies or Prints	30.00
09/14/23	Color Copies or Prints	42.50
09/14/23	Color Copies or Prints	347.50
09/26/23	Color Copies or Prints	694.50
09/26/23	Color Copies or Prints	2,060.50
	Total	3,175.00

Local Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/29/23	Boston Coach Corporation - 09/26/2023 Scott Vogel (per M Reiney) Pick Up at residence and Drop Off at residence; RT to Court for hearing	1,173.90
09/29/23	Boston Coach Corporation - 09/26/2023 Margaret Reiney Pick Up at Kirkland & Ellis NY 601 Lexington Ave New York NY 10022 and Drop Off at Kirkland & Ellis NY 601 Lexington Ave New York NY 10022; RT to Court for hearing	1,735.63
09/29/23	Boston Coach Corporation - 09/26/2023 Margaret Reiney Pick Up at Kirkland & Ellis NY 601 Lexington Ave New York NY 10022 and Drop Off at Kirkland & Ellis NY 601 Lexington Ave New York NY 10022; RT to Court for hearing	1,952.81
09/29/23	Boston Coach Corporation - 09/26/2023 Christine Okike Pick Up at residence and Drop Off at residence ; RT to Court for hearing	1,338.05
Total		6,200.39

Travel Expense

Date	Description	Amount
09/27/23	Michael B. Slade, Lodging, New York, NY to attend court hearing. Dates of travel: September 26, 2023 through September 27, 2023	600.00
	Total	600.00

Airfare

Date	Description	Amount
09/06/23	Michael B. Slade, Airfare, (coach), New York, NY to Chicago, Illinois. Attend to court hearing. Dates of travel: September 26, 2023 through September 27, 2023.	228.74
Total		228.74

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/26/23	Michael B. Slade, Transportation from residence to O'Hare Airport. Attend confirmation hearing. Dates of travel: September 26, 2023 through September 27, 2023. This line item reflects the attorney's transportation to O'Hare Airport on 9/26/2023	83.00
09/27/23	Michael B. Slade, Transportation from hotel to LGA Airport. Attend confirmation hearing. Dates of travel: September 26, 2023 through September 27, 2023. This line item reflects the attorney's transportation to LaGuardia Airport on 09/27/2023	108.52
Total		191.52

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/26/23	Michael B. Slade, Travel Meals. attend confirmation hearing in New Jersey. Dates of travel: September 26, 2023 through September 27, 2023.	19.72
09/27/23	Michael B. Slade, Travel Meals. Attend confirmation hearing in New Jersey. Dates of travel: September 26, 2023 through September 27, 2023.	34.72
Total		54.44

Professional Fees

Date	Description	Amount
09/13/23	Deloitte Transactions and Business Analytics LLP - Deloitte discover related expenses	21,733.11
Total		21,733.11

Computer Database Research

Date	Description	Amount
09/19/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 08/2023 by Trevor Eck	216.00
09/19/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 08/2023 by Jimmy Ryan	182.00
09/19/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 08/2023 by Sarah Margolis	13.00
09/19/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 08/2023 by Lucas Spangler	70.00
09/19/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 08/2023 by Michael Koch	32.00
09/19/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 08/2023 by Isabella Paretti	20.00
Total		533.00

Westlaw Research

Date	Description	Amount
09/01/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 9/1/2023	160.31
09/03/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Margolis, Sarah on 9/3/2023	91.61
09/04/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 9/4/2023	526.72
09/04/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Margolis, Sarah on 9/4/2023	22.90
09/06/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 9/6/2023	22.90
09/07/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Paretti, Isabella on 9/7/2023	45.80
09/18/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 9/18/2023	114.51
09/21/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Koch, Michael on 9/21/2023	137.41
09/22/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Golden, Susan on 9/22/2023	22.90
09/25/23	THOMSON REUTERS - WEST PUBLISHING CORP - WESTLAW Research Charges by Golden, Susan on 9/25/2023	91.61
Total		1,236.67

LexisNexis Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/05/23	RELX Inc DBA LexisNexis - LexisNexis Research on 9/5/2023 by Brian Nakhaimousa	51.72
09/11/23	RELX Inc DBA LexisNexis - LexisNexis Research on 9/11/2023 by Michael Koch	51.72
	Total	103.44

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/20/23	Francis Petrie - Taxi, OT transportation 09/20/2023	16.32
09/25/23	Francis Petrie - Taxi, OT transportation 09/25/2023	16.95
09/26/23	Francis Petrie - Taxi, OT transportation 09/26/2023	15.91
	Total	49.18

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/05/23	Sarah R. Margolis, Overtime Meal	11.88
09/17/23	GRUBHUB HOLDINGS INC – Francis Petrie 9/13/2023 OT Meal	42.00
09/19/23	Francis Petrie, Overtime Meal	33.22
09/22/23	Francis Petrie, Overtime Meal	40.00
09/26/23	Francis Petrie, Overtime Meal	35.02
09/26/23	Margaret Reiney, Overtime Meal	30.27
10/01/23	GRUBHUB HOLDINGS INC – Francis Petrie 9/25/2023 OT Meal	42.00
Total		234.39

Rental Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/27/23	AQUIPT INC - Rental Expenses	918.31
	Total	918.31

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
09/04/23	FEDERAL EXPRESS - 525003936300	81.57
09/04/23	FEDERAL EXPRESS - 525003937020	21.89
09/25/23	FEDERAL EXPRESS - 773426758560	56.22
	Total	159.68

Computer Database Research - Soft

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/01/23	PACER Usage for 08/2023	22.00
09/01/23	PACER Usage for 09/2023	27.70
09/01/23	PACER Usage for 09/2023	0.20
09/01/23	PACER Usage for 09/2023	8.00
09/01/23	PACER Usage for 09/2023	13.40
	Total	71.30
TOTAL EXPENSES		\$ 35,580.97

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KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 16, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050087450
Client Matter: 54119-28

In the Matter of Pro Se Party Communication

For legal services rendered through October 3, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 1,691.50
Total legal services rendered	\$ 1,691.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jimmy Ryan	1.70	995.00	1,691.50
TOTALS	1.70		\$ 1,691.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/01/23	Jimmy Ryan	0.40	Telephone conference with creditor re creditor inquires.
09/07/23	Jimmy Ryan	0.40	Telephone conference with creditor re creditor inquires.
09/08/23	Jimmy Ryan	0.70	Correspond with Kroll re creditor inquiries (.4); telephone conference with creditor re same (.3).
09/20/23	Jimmy Ryan	0.20	Correspond with creditor re creditor inquiries (.1); telephone conference with creditor re same (.1).
Total		1.70	

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

November 16, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050087451
Client Matter: 54119-29

In the Matter of Wallet Withdrawal Relief

For legal services rendered through October 3, 2023 (see attached Description of Legal Services for detail)	<hr/> \$ 4,732.50
Total legal services rendered	\$ 4,732.50

Summary of Hours Billed

Name	Hours	Rate	Amount
Sarah R. Margolis	0.50	1,155.00	577.50
Christine A. Okike, P.C.	1.80	1,850.00	3,330.00
Francis Petrie	0.60	1,375.00	825.00
TOTALS	2.90		\$ 4,732.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
09/05/23	Christine A. Okike, P.C.	0.30	Telephone conference with R. Davis re wallet/BIA distributions.
09/05/23	Francis Petrie	0.60	Correspond with Company re wallet order and SEC reservation of rights.
09/06/23	Sarah R. Margolis	0.30	Correspond with Company re wallet order.
09/06/23	Christine A. Okike, P.C.	0.30	Correspond with R. Davis re client wallet withdrawal.
09/07/23	Sarah R. Margolis	0.20	Correspond with Company re wallet application.
09/07/23	Christine A. Okike, P.C.	0.30	Correspond with Company re wallet distribution matters.
09/11/23	Christine A. Okike, P.C.	0.80	Review trade only assets proposal (.4); draft correspondence to UCC re same (.4).
09/19/23	Christine A. Okike, P.C.	0.10	Correspond with Company re wallet distributions.
Total		2.90	